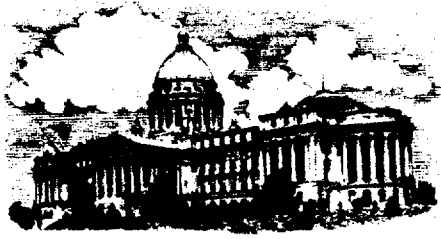


State of Mississippi

EXECUTIVE



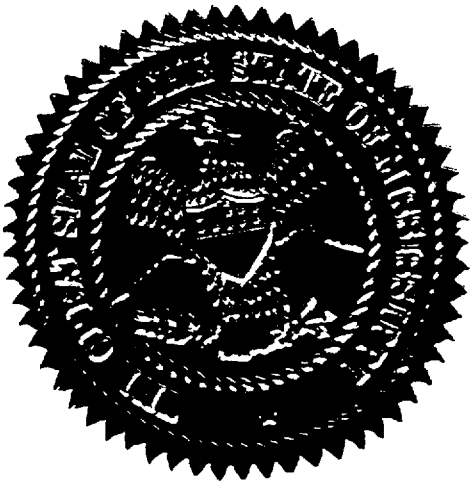
OFFICE

Jackson

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

PANOLA PLAYHOUSE, 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 20th of November, 1968.*

Robert Lee Williams

Governor.

Attest:

Heber Ladner

Secretary of State.

RESOLUTION AMENDING CHARTER OF INCORPORATION OF PANOLA
PLAYHOUSE, INCORPORATED

BE IT RESOLVED, that the Charter of Incorporation of Panola Playhouse, Incorporated as recorded, in Book No. 134, Page No. 261, in the office of the Secretary of State of the State of Mississippi, be and the same is hereby amended in the following manner:

1. Paragraph 6 is deleted and the following words substituted therefor:

(6) The purposes for which the corporation is created are:

(a) To be a non-profit, non-share educational organization, whose principal function shall be to produce and present publicly theatrical performances, concerts, lectures, art exhibitions and conduct classes for the artistic and cultural development of the people of Northwest Mississippi, and surrounding territory.

(b) To be a non-profit, non-share lyceum organization whose principal function shall be to produce and present publicly theatrical performances, concerts, lectures, art exhibitions and conduct classes for the artistic and cultural development of the people of Northwest Mississippi, and surrounding territory.

(c) To buy, sell, receive, store or deliver any personal property being necessary or useful in the performance of the purposes for which the corporation is created; to have, hold, own, lease, sub-lease, purchase, pledge and mortgage real property necessary or incidental to the purposes of the corporation, and to issue bonds, debentures or obligations of the corporation from time to time for any of the objects or purposes of the corporation.

(d) To operate under and in accordance with the terms and provisions of Section 5310.1 of the Revised Mississippi Code of 1952, relative to non-profit, non-share corporations.

(e) To do any and all other lawful things necessary or incidental for the proper functioning of the corporation and the purposes for which it was created.

(f) To operate under and in accordance with the terms and provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954.

RESOLVED AND ORDERED this 15 day of January, 1968, at a regular meeting of the Panola Playhouse, Incorporated, duly and legally held at Sardis, Mississippi.

BE IT FURTHER RESOLVED, that James Goldman,
 Secretary of Panola Playhouse, Incorporated, be and the same is hereby
 authorized and instructed on behalf of the Panola Playhouse, Incorporated
 to file the foregoing amendment with the Secretary of State, State of
 Mississippi, and to take such other action as may be required to effect
 the purpose of the Resolution.

Panola Playhouse, Incorporated

BY: James Goldman

Secretary

STATE OF MISSISSIPPI

COUNTY OF PANOLA

Personally appeared before me the undersigned authority
 in and for said county and state the above named James Goldman, Secretary
 of the Panola Playhouse, Inc. who acknowledged that he signed the foregoing
 as the act and deed of the corporation on the date therein mentioned.

Witness my hand and seal this 11th day of January,

1968.

(SEAL)

Mrs. Dennis M. Baker

TITLE: Notary Public

MY COMMISSION EXPIRES: March 7, 1971.

AMENDMENT TO CHARTER OF INCORPORATION OF PANOLA PLAYHOUSE,
INCORPORATED

1. Paragraph 6 is deleted and the following words substituted therefor;

(6) The purposes for which the corporation is created are:

(a) To be a non-profit, non-share educational organization, whose principal function shall be to produce and present publicly theatrical performances, concerts, lectures, art exhibitions and conduct classes for the artistic and cultural development of the people of Northwest Mississippi, and surrounding territory.

(b) To be a non-profit, non-share lyceum organization whose principal function shall be to produce and present publicly theatrical performances, concerts, lectures, art exhibitions and conduct classes for the artistic and cultural development of the people of Northwest Mississippi, and surrounding territory.

(c) To buy, sell, receive, store or deliver any personal property being necessary or useful in the performance of the purposes for which the corporation is created; to have, hold, own, lease, sub-lease, purchase, pledge and mortgage real property necessary or incidental to the purposes of the corporation, and to issue bonds, debentures or obligations of the corporation from time to time for any of the objects or purposes of the corporation.

(d) To operate under and in accordance with the terms and provisions of Section 5310.1 of the Revised Mississippi Code of 1952, relative to non-profit, non-share corporations.

(e) To do any and all other lawful things necessary or incidental for the proper functioning of the corporation and the purposes for which it was created.

(f) To operate under and in accordance with the terms and provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954.

Witness the signature of the corporation on this the 17th

day of January, 1968.

Panola Playhouse, Incorporated

BY: James Goldman
Secretary

STATE OF MISSISSIPPI

BOOK 172 PAGE 5

COUNTY OF PANOLA

Personally came and appeared before me, the undersigned authority in and for said county and state, the within named James Goldman, who acknowledged that he is Secretary of Panola Playhouse, Inc., and as such signed and executed the within amendment as the act and deed of the corporation after being duly authorized so to do.

Given under my hand and seal of office, this, 17th day of

January, 1968.

Mrs Dennis M. Baker

TITLE: Notary Public

MY COMMISSION EXPIRES: March 7, 1971.

Received at the office of the Secretary of State, this the

12 day of Feb A. D., 1968, together with the sum of \$10.00 deposited to cover the recording fee, and referred to the

Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Mississippi

November 19, 1968

I have examined ~~this~~ ^{these amendments to} 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.

Joe T. Patterson
Attorney General

BY: Maurice R. Black
Assistant Attorney General

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

OPERATION SHOESTRING, 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 20th of November, A. D., 1968.



John Lee Williams

Governor

By the Governor

Heber Ladner

Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED BY
OPERATION SHOESTRING AT MEETING HELD ON
OCTOBER 10, 1968, AUTHORIZING AND DIRECT-
ING INCORPORATION OF OPERATION SHOESTRING

WHEREAS, Operation Shoestring is now a voluntary and nonprofit, unincorporated organization composed of persons who have associated themselves together for the purpose of sponsoring and encouraging charitable, civic and educational work; and

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

WHEREAS, the members of this organization further find that the organization should be incorporated forthwith as a nonprofit charitable corporation under and by virtue of the laws of the State of Mississippi;

NOW THEREFORE, BE IT RESOLVED by Operation Shoestring, in meeting assembled, that:

Section 1. Reverend Russell J. Gilbert, Lt. Commander E. M. Swart and Mrs. Barbara Powell are hereby authorized and directed to proceed forthwith to take all actions and do all things necessary to incorporate Operation Shoestring, a nonprofit corporation under the Laws of the State of Mississippi, and to act as the incorporators thereof.

Section 2. The corporate title of the corporation herein authorized shall be "OPERATION SHOESTRING, INCORPORATED."

Section 3. The domicile of said corporation shall be at Wells Memorial United Methodist Church, 2019 Bailey Avenue, in the City of Jackson, Mississippi.

Section 4. The purposes and powers of the said corporation shall be as set forth in the copy of the proposed charter of incorporation, a copy of which is attached hereto as Exhibit "A" and is adopted herein by reference, as fully as if copied herein in words and figures.

CERTIFICATE

I. Reverend Russell J. Gilbert, General Director of Operation Shoestring, do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Operation Shoestring in meeting assembled on the 10th day of October, 1968, at Wells Memorial United Methodist Church, 2019 Bailey Avenue, Jackson, Mississippi.

WITNESS MY SIGNATURE, this the 4th day of November,
1968.

Russell J. Gilbert
General Director

THE CHARTER OF INCORPORATION
OF
OPERATION SHOESTRING, INCORPORATED

1. The corporate title of said corporation is OPERATION SHOESTRING, INCORPORATED.

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

Reverend Russell J. Gilbert whose address is
331 Glendale Street, Jackson, Mississippi

Lt. Commander E. M. Swart whose address is
541 Witsell Road, Jackson, Mississippi

Mrs. Barbara Powell whose address is
1914 Cherokee Drive, Jackson, Mississippi

3. The domicile is at Wells Memorial United Methodist Church, 2019 Bailey Avenue, Jackson, Mississippi (Mail Address: Post Office Box 11177, Jackson, Mississippi).

This is a Non-Profit corporation and no shares or stock shall be issued. This corporation is created and shall operate and act as a charitable, educational or civic improvement corporation.

5. Period of existence shall be perpetual.

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

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom or the principal thereof exclusively for charitable, educational or civic improvement purposes, directly, or by contributions to organizations that qualify as exempt organizations under the Internal Revenue Code and its regulations.

(b) Specifically, to coordinate existing and future civic, educational, and

educational services in the City of Jackson and to provide and secure supplemental charitable, social, civic and educational services to meet needs not covered by existing services, and to loan money at interest to achieve same.

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

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

(e) As a means of accomplishing the foregoing charitable, educational or civic improvement purposes, the corporation shall have the following powers:

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

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

(3) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both immovable and movable, of whatever kind, nature, or description and wherever situated.

(4) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both immovable and movable, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(5) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust, or by other privilege upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

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

(7) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or reasonably necessary to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for the 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.

Russell J. Gilbert
 REVEREND RUSSELL J. GILBERT

E. M. Smart
 LT. COMMANDER E. M. SMART

Mrs. T. J. Smart
 MRS. T. J. SMART

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, REVEREND RUSSELL J. GILBERT, one of the incorporators of the corporation known as OPERATION SHOESTRING, INCORPORATED, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this the 4th day of November, 1968.

Alice B. Thummond
NOTARY PUBLIC

My Commission Expires:

Dec. 6, 1970

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, LT. COMMANDER E. M. SWART, one of the incorporators of the corporation known as OPERATION SHOESTRING, INCORPORATED, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this the 7th day of November, 1968.

Alice B. Thummond
NOTARY PUBLIC

My Commission Expires:

Dec. 6, 1970

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, MRS. BARBARA POWELL, one of the incorporators of the corporation known as OPERATION SHOESTRING, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this the 8th day of November, 1968.

Alice B. Thummond
NOTARY PUBLIC

My Commission Expires:

Dec. 6, 1970

Received at the office of the Secretary of State, this the 15 day of Nov.

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

November 18, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL.
By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HERNANDO SADDLE 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 of November, A. D., 1968.

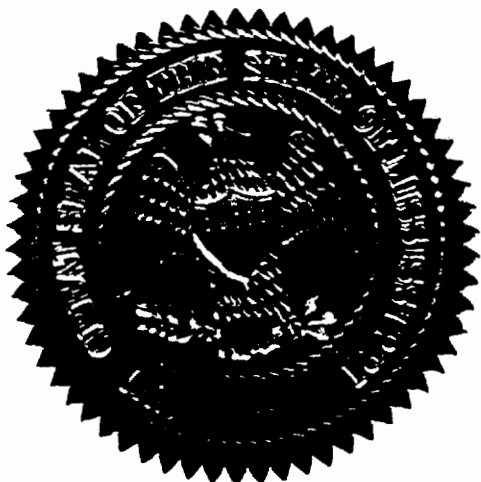
John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State



**RESOLUTION OF THE HERNANDO SADDLE CLUB, AN UNINCORPORATED
ASSOCIATION, TO INCORPORATE, DESIGNATING THE IN-
CORPORATORS, 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 the Hernando Saddle Club, an unincorporated Association of individuals, that it is to the best interest of this club, that it be forthwith incorporated as a non-profit corporation under the Laws of the State of Mississippi, applicable thereto, and that George Black, 422 Robinson Road, Hernando, Mississippi, T.D.McElroy Jr. Route 2, Hernando, Mississippi and Edward B.Gale,Jr. Highway 451 North, Hernando, Mississippi are elected, appointed, designated, and authorized to act as incorporators in applying for a Charter of this club, to be named the Hernando Saddle Club, Inc.; that they are fully empowered to do and to perform any and all other acts necessary to secure said Charter and authorize expenditure of such funds of club, as may be necessary so to do.

CERTIFICATE

I, Edward B.Gale,Jr.,do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of the Resolution, duly and properly adopted at a meeting thereof, held on the 21 day of September 1968, at Hernando, Mississippi, at which time a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 1st day of November
1968.

x Edward B. Gale, Jr.
Edward B. Gale, Jr., Secretary

STATE OF MISSISSIPPI

COUNTY OF DESOTO

This day personally appeared before me the undersigned
authority in and for said County and State the within named Edward
B. Gale, Jr., Secretary of the Hernando Saddle Club, who on his
oath states that the facts and matters contained in the above are
true and correct.

Given under my hand and official seal of this office
this the 1st day of November, 1968.

My Commission Expires April 3, 1971

My Commission Expires:

Thasle L. Hays
Notary Public



THE CHARTER OF INCORPORATION OF THE
HERNANDO SADDLE CLUB

1. The corporate title of said company is to be the Hernando Saddle Club, Inc.
2. That the said incorporators of said corporation, all being adult resident citizens of DeSoto County, Mississippi are:
 - (a) George Black, 422 Robinson Road, Hernando, Mississippi, 38632.
 - (b) Edward B. Gale, Jr., Highway #51 North, Hernando, Mississippi 38632.
 - (c) T. D. McElroy, Jr., Route 2, Hernando, Mississippi, 38632.
3. That the domicile of the corporation in the State of Mississippi shall be in DeSoto County, Mississippi, street and post office address being 422 Robinson Road in the incorporated community of Hernando, Mississippi.
4. That the corporation is not created for and does not contemplate the distribution of gains, profits, or earnings to the members thereof. That no part of the net earnings of this corporation is ever to inure to the benefit of any director, officer, member or other individual. That should there be a winding up or dissolution of the corporation, no portion or any of its assets will be distributed to any director, or directors, officers, or members of the corporation, or any other individual. That the said corporation is organized for a non-profit purpose. That no shares of stock are to be issued at any time. As authorized by House Bill No. 1335 of the Mississippi Legislature of 1968, effective August 8, 1968.
5. That the period of existence of the corporation shall be perpetual.

6. That the object for which the corporation is established is as follows:
 - a. The furtherance of the art of equestrianism, through promoting, encouraging, and fostering amateur horse shows and exhibitions, by serving and promoting the best interest of the exhibitors, who participate therein; by giving aid and assistance in the furtherance of equestrianism; by giving support to all activities in connection with the exhibition of horses in so far as the facilities of the corporation permit; and by doing all matters and things instant thereto.
 - b. To possess, acquire, lease, rent, sell, lien, transfer, assign, pledge, mortgage, and all classes of property, real or personal being limited to those powers and rights reasonably necessary to accomplish the stated purpose of the Association herein to be incorporated.
 - c. To do and to perform such matters as allowed by law as may be reasonably necessary or convenient to attain objects and ends for which the corporation is created and organized as herein provided.
7. This corporation shall not be required to make publication of its charter, shall issue no shares, 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 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 for corporate debts, but the entire corporate property shall be liable for claims of creditors.
8. That the aforementioned George Black, Edward B. Gale, Jr. and T. D. McElroy, Jr. were by popular resolution of the membership of the Hernando Saddle Club of Hernando, Mississippi duly authorized by said resolution to act as incorporators of the Hernando Saddle Club and to do and to perform all acts necessary for the

accomplishing of the incorporation and said resolution did duly authorize the said incorporators to incorporate the said club under the name of The Hernando Saddle Club, Inc.

Witness our signatures this the 5th day of November, 1968.

George Black
George Black, Incorporator

x Edward B. Gale, Jr.
Edward B. Gale, Jr., Incorporator

T. D. McElroy, Jr.
T. D. McElroy, Jr., Incorporator

STATE OF MISSISSIPPI

COUNTY OF DESOTO

This day personally appeared before me, the undersigned authority, George Black, Edward B. Gale, Jr., and T. D. McElroy, Jr., Incorporators of the Corporation known as the Hernando Saddle Inc. Club/do acknowledge that they signed and delivered the above and foregoing Charter of Incorporation as their act to be on this the 5th day of November, 1968.

My Commission Expires April 3, 1971

My Commission Expires:

Math L. Hays
Notary Public

Received at the Office of the Secretary of State this
the 14 day of Nov. A.D., 1968 together with the
sum of \$ 20⁰⁰ dollars deposited to cover the record-
ing fee and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

JACKSON, MISSISSIPPI

November, 14 1968

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

Joe T. Patterson
Attorney General

By Maurice R. Black
Assistant Attorney General

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PROGRESSIVE SPORTSMAN'S 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 of November, A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION

At a special meeting of the Progressive Sportsman's Club held at Waveland, Misss on the 7th day of November 1968 at which the following members were present

Robert Peterson
Lee Klein
August Usher Jr.
David Garcia
Lester Haverty Jr.

On motion duly made and seconded the following resolution was adopted:

"RESOLVED that Robert Peterson, Lee Klein, August Usher, Jr. be and they are hereby authorized to make application to the Secretary of State of the State of Mississippi for a Charter of Incorporation of the Progressive Sportsman's Club, Inc. as a non-profit and non-share corporation".

I, Lester Haverty, Jr., Secretary of said Progressive Sportsman's Club, do hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by the Progressive Sportsman's Club on the 7th day of Nov. 1968.

Witness my signature, this the 8th day of Nov. 1968.


Secretary

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: **Progressive Sportsman's 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
Robert Peterson	332 Oak St.	Clermont Harbor	Miss.
Lee Klein (Bordage Street)	Box 102	Clermont Harbor	Miss.
August Usher, Jr. (Oak Street)	Box 157	Clermont Harbor	Miss.

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

3. The domicile is at 214 Gulf Drive Waveland Miss.
(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, etc.)

This Corporation shall not be required to make publication of the 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 liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

This corporation is and shall act as a civic improvement society.

5. Period of existence shall be perpetual.

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

The purpose of this organization shall be to promote the preservation of all local, state and national game and the promotion of fellowship and safety among sportsmen.

To promote programs having as their objective the carrying out of the above stated purposes, to buy, sell, or exchange any property, real or personal, which will facilitate the accomplishment of the foregoing purposes, to apply for, receive and utilize any donations, funds, personal property, real property, or other emoluments which might inure to the benefit of the organization, and further the purposes for which this corporation is created.

The corporation may assess such dues against its members as may be necessary to defray the expenses of the organization, but no such dues, except actual operating expenses, shall be used for pecuniary profit of any of its members.

The powers intended to be exercised by said corporation are to make contracts, to sue and be sued, and to have and to hold such property, real and personal, as it may become lawfully possessed of, and to transfer, assign and convey the same.

To adopt and amend bylaws to govern and control the internal affairs of the corporation and to prescribe the qualifications for membership therein.

At the organizational meeting of the corporation, the members present shall constitute a quorum for the transaction of business; the membership shall accept this Charter if same be acceptable to them; to adopt said bylaws; to elect such officers and directors as may be provided in the bylaws and prescribe the duties, qualifications and term of office thereof.

To elect a Board of Directors whose authority shall be as specified in said bylaws. Said bylaws shall also specify what shall constitute a quorum of the membership and the Board of Directors for the transaction of business; and also specify what shall constitute a quorum of the membership for the transaction of business at regular meetings of said membership.

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

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures:

Robert Peterson
Lee Klein
August Usher Jr.
/

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HancockThis day personally appeared before me, the undersigned authority Robert PetersonLee Klein, August Usher, Jr.

incorporators of the corporation known as the Progressive Sportsman's Club, Inc.
 who acknowledged that ~~he~~ (they) signed and executed the above and foregoing charter of incorporation as
 (his) (their) act and deed on this the 8th day of November, 1968

My commission expires 4/23/69

Lucas W. Gey Jr.
 1123

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 charter of incorporation as (his)
 (their) act and deed on this the _____ day of _____, 19____

Received at the office of the Secretary of State this the 18 day of Nov
 A.D., 1968 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
 Attorney General for his opinion.

Heber Lodner
 Secretary of State

Jackson, Miss., November 19, 1968

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

Joe T. Patterson
 Attorney General
 By Maurice R. Black
 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

QUITMAN COUNTY CENTER FOR LEARNING
AND EDUCATION DEVELOPMENT, INC.

is hereby 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 of November, A. D., 1968.

John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State



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: **QUITMAN COUNTY CENTER FOR LEARNING AND EDUCATION DEVELOPMENT, 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
Reverend Ezra Towner	709 3rd Street	Marks, Mississippi	
Mr. H. M. Wiley	Route 1 Box 123	Lambert, Mississippi	
Mr. Wesley Crenshaw	P. O. Box 125	Crenshaw, Mississippi	

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

3. The domicile is at 709 3rd Street, Marks, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5510.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.) **House Bill No. 1335 of the Laws of 1968.**

This is a Non-Profit Educational and Training Institution.

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:

This Corporation is being created for the following purposes:

To own, hold, operate, staff and manage schools, academies, nursery schools, kindergartens, and other institutions of learning for the purpose of providing pre-school, primary, secondary, high school, vocational, trade, technical, adult, parent and all other kinds or means of education, training and learning; additionally the corporation will own, lease, purchase, sell, hold and deal in such real and personal property necessary and proper to accomplish said ends; to employ teachers and administrators; and generally to do any and all things and to have any and all powers not contrary to law that are necessary to accomplish these purposes.

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

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

Signatures: Rev. Ezra Towner
Mr. H. M. Wiley
Mr. Wesley Crenshaw

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of Quitman
This day personally appeared before me, the undersigned authority
Rev. Ezra Towner, Mr. Wesley Crenshaw,
Mr. H. M. Wiley,
incorporators of the corporation known as the Quitman County Education Improvement Assoc. Inc.
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as
(his) (their) act and deed on this the 19th day of September, 1968
U. L. Saddleir, Notary Public
My Commission Expires 6-6-1969

STATE OF MISSISSIPPI
County of Quitman
This day personally appeared before me, the undersigned authority
Rev. Ezra Towner, Mr. Wesley Crenshaw,
Mr. H. M. Wiley,
incorporators of the corporation known as the Quitman County Education Improvement Assoc. Inc.
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as
(his) (their) act and deed on this the 19th day of September, 1968
U. L. Saddleir, Notary Public
My Commission Expires 6-6-1969

Received at the office of the Secretary of State this the 19 day of Oct
A.D., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
Attorney General for his opinion.
Isabel Sadner
Secretary of State

Jackson, Miss., November 19, 1968
I have examined this application for a charter of incorporation and am of the opinion that it is not viola-
tive of the Constitution and laws of the State, or of the United States.
Joe T. Patterson
Attorney General
By Maurice R. Black
Assistant Attorney General

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

**RESOLUTION OF THE QUITMAN COUNTY EDUCATION
IMPROVEMENT 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 Quitman County Education Improvement Association an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Rev. Ezra Towner, Mr. H. M. Wiley and Mr. Wesley Crenshaw are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Quitman County Center for Learning and Education Development, 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, REVEREND P. B. CARTER, 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 FIFTEENTH day of SEPTEMBER, 1968, at SILENT GROVE BAPTIST CHURCH, at which a majority of the members were present, and said meeting was duly and properly called and held.

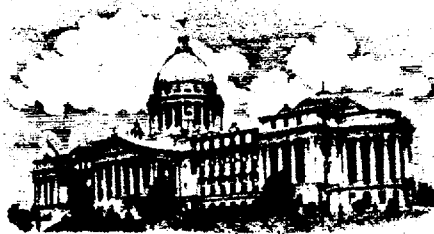
Witness my signature, this the 11th day of September, 1968.

Rev. P. B. Carter
SECRETARY

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State of Mississippi

EXECUTIVE



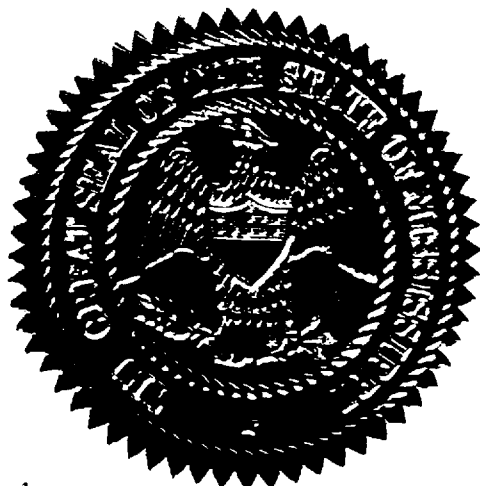
OFFICE

Jackson

*The within and foregoing Amendment to the
 Charter of Incorporation of* ARLINGTON WATER AND SEWAGE DISPOSAL
 ASSOCIATION, INC., CHANGING NAME TO:

ARLINGTON WATER ASSOCIATION, INC.

is hereby approved.



*In Testimony Whereof, I have hereunto set
 my hand and caused the Great Seal
 of the State of Mississippi to be
 affixed, this the 25th day of November, 1968.*

John Lee Williams

Governor.

Attest:

Heber Lodner

Secretary of State.

MINUTES OF SPECIAL MEETING OF MEMBERS OF ARLINGTON WATER AND
SEWAGE DISPOSAL ASSOCIATION, INC.

A special meeting of the members was held in the office of Attorney Laurel G. Weir in the City of Philadelphia, Mississippi, on the fifteenth day of November, 1968, a quorum of said members being present.

Meeting was called to order by the President and the question of amending the Articles of Incorporation to change its name as required by the Farmers Home Administration, an agency of the U. S. Government, and after a full discussion therein, and on motion duly made and seconded, the following resolution was unanimously adopted:

To amend the Articles of Incorporation to change the corporation's name from Arlington Water And Sewage Disposal Association, Inc. to Arlington Water Association, Inc.

C E R T I F I C A T E

I, the undersigned as Secretary of Arlington Water And Sewage Disposal Association, Inc., hereby certify that this Corporation on the fifteenth day of November, 1968 had a membership meeting; that a quorum of all members were present at said meeting; that the foregoing resolution was adopted at such meeting by the affirmative vote of all members and that adopted resolution has not been rescinded or remended in any way.

Dated this 21 day of November, 1968.


Secretary of

Arlington Water And Sewage Disposal
Association, Inc.

(TO BE EXECUTED IN DUPLICATE)

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

Arlington Water And Sewage Disposal Association, Inc.

Pursuant to the provisions of Section 61 of the Mississippi Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation is _____

Arlington Water And Sewage Disposal Association, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on November 15 19 68, in the manner prescribed by the Mississippi Business Corporation Act:

(Insert Amendment)

BE IT RESOLVED:

To amend the Articles of Incorporation to change its corporation's name from Arlington Water And Sewage Disposal Association, Inc. to Arlington Water Association, Inc.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was NONE; and the number of shares entitled to vote thereon was NONE.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: NONE

Class	(Note 1)	Number of Shares
-------	----------	------------------

FIFTH: The number of shares voted for such amendment was NONE; and the number of shares voted against such amendment was NONE.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: NONE

Class	(Note 1)	Number of Shares Voted For Against
-------	----------	--

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (Note 2) NO CHANGE

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital (expressed in dollars) as changed by such amendment, are as follows: (Note 2) NO CHANGE

Dated November 16, 1968.

Arlington Water And Sewage Disposal Association, Inc.
(Exact Corporate Title)

By Charles P. Hester
Its _____ President

By John Ruth Ingram
Its _____ Secretary

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

STATE OF Mississippi }
COUNTY OF Neshoba } SS.

I, _____, a notary public, do hereby certify that on this _____ day of November, 1968 personally appeared before me Johnie Ruth Ingram, who, being by me first duly sworn, declared that he is the Secretary of Arlington Water and Sewage Disposal Association, Inc., that he executed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Elizabeth Darby Chaucery Clark
Notary Public

My commission expires 1-1-1972
(NOTARIAL SEAL)

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

A. D., 1968, together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber L. Linder
SECRETARY OF STATE.

Jackson, Miss.,

November 22, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

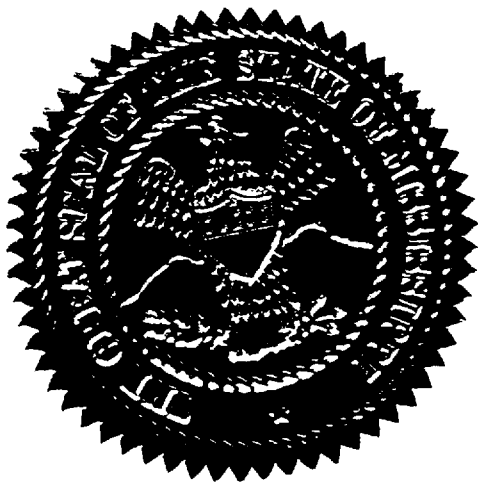
JACKSON

The within and foregoing Charter of Incorporation of

SYLVARENA 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 27th day of November A. D., 1968.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF THE
SYLVARENA WATER ASSOCIATION
TO INCORPORATE

WHEREAS, the membership of the Sylvarena Water Association, in a regular meeting, duly assembled, by motion duly made, seconded and passed, elected to incorporate said Sylvarena Water Association, in order to avail themselves of the rights, privileges, limitations, and immunities made and provided by the laws of the State of Mississippi, and to perpetuate the existence of said Sylvarena Water Association.

NOW THEREFORE, BE IT RESOLVED that Virgil Houston, Velton Crumpton, Lora Smith, J. Sharpe Rogers, James O. Waddell and Elmo Burge, all members in good standing of the Sylvarena Water Association, be, and they are hereby authorized to obtain a charter of incorporation as a non-profit corporation.

Duly resolved this the 7th day of May, 1968.

SYLVARENA WATER ASSOCIATION

By : Virgil Houston
President

Attest : Lora Smith
Secretary

THE CHARTER OF INCORPORATION
OF
SYLVARENA WATER ASSOCIATION

1. The corporate title of said company is: Sylvarena Water Association, *INC.*
2. The names of the incorporators are:

Virgil Houston	Route 2, Raleigh, Mississippi
Velton Crumpton	Route 2, Raleigh, Mississippi
Lora Smith	Route 2, Raleigh, Mississippi
J. Sharpe Rogers	Route 2, Raleigh, Mississippi
James O. Waddell	Route 2, Raleigh, Mississippi
Elmo Burge	Route 2, Raleigh, Mississippi

All of whom are bona fide, adult resident citizens of Smith County, Mississippi.

3. The domicile is at (No Street) (Sylvarena, Smith County) Route 2, Raleigh, Mississippi.
4. The corporation is non-profit and no shares of stock shall be issued; and it is an organization for the purpose of constructing, owning and operating and financing a rural water system and sewer system for the community of Sylvarena, Smith County, Mississippi, and surrounding area; no dividends shall be divided among the members, each member shall have the right to one vote in the election of all officers, the loss of membership by death or otherwise shall terminate all interest of such member or members in the corporate assets, and there shall be no individual liability against the members for the corporate debts.
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 nature of the business of the corporation and the objects and purposes for which it is formed are:

- (1) To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct maintain, and operate a private water system for 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 well, pumping equipment, water mains pipe lines, valves, meters and all other equipment necessary to the construction maintenance and operation of a water system.
- (2) To construct, maintain, and operate a sewer system and to engage in any and all activities related thereto.

(3) To borrow from any source, money, goods or services without limitation as to amount or corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefore in any manner permitted by law.

(4) 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.

(5) To buy, lease, hold and exercise all privileges of ownership in and to all real property or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereof.

(6) To establish reserves and to invest the funds thereof in stocks, bonds and other property as the board of trustees may deem satisfactory.

(7) To levy assessments in such manner and in such amounts as may be provided in the by-laws of this corporation.

(8) 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.

(9) The foregoing shall be constructed as both 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.

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 member or 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.

Al. Houston (Virgil)
W. J. Crompton
Lora Smith
J. Sharp Rogers
James G. Waddell
Willie Elmer Burch
 Incorporators

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF SMITH

This day personally appeared before me, the undersigned authority
 Virgil Houston, Velton Crumpton, Lora Smith, J. Sharpe Rogers,
 James O. Waddell and Elmo Burge, Incorporators of the corporation known
 as the Sylvarena Water Association, who acknowledged that they signed and
 executed the above and foregoing articles of incorporation as their act and
 deed on this the 10th day of May, 1968.



[Signature]
 Notary Public

My Commission Expires :

May 31, 1970

Received at the Office of the Secretary of State, this the 21 day of
May A. D., 1968, together with the sum of \$ 20⁰⁰
 deposited to cover the recording fee, and referred to the Attorney General
 for his opinion.

[Signature]
 Secretary of State

Jackson, Mississippi, November 27 1968.

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.

[Signature]
 Attorney General
 By : [Signature]

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State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HAPPY LANDINGS HOMES, INC.

is hereby 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 November A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF HAPPY LANDING HOMES, 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 HAPPY LANDING HOMES, an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Aubrey Sara, Angelo Florio and Sharon Florio are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named HAPPY LANDING HOMES, 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, AUBREY SARA, 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 20th day of August, 1968, at 10 o'clock a.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 20th day of August, 1968.



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

HAPPY LANDINGS HOMES, INC.

1. The corporate title of said company is:

Happy Landings Homes, 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
Aubrey Sara	B-Bar-B Ranch, Moot Road	Pass Christian, Mississippi	
Angelo Florio	B-Bar-B Ranch, Moot Road	Pass Christian, Mississippi	
Sharon Florio	B-Bar-B Ranch, Moot Road	Pass Christian, Mississippi	

The mailing address of the above incorporators is:

P. O. Box 1747, Gulfport, Mississippi

All the incorporators are adult resident citizens of Harrison County, Miss.

3. The domicile is at B-Bar-B Ranch, Moot Road, Pass Christian, Mississippi

(Street and No.)

(City)

(State)

Mailing address is P. O. Box 1747, Gulfport, Mississippi

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.) This is a non-profit corporation and no shares of stock shall be issued. The qualifications for membership in this corporation shall be prescribed in the by-laws and other such rules as the Board of Directors may from time to time promulgate. Membership in this corporation shall be limited to seven (7) members or any such number as may be decided upon from time to time by the Board of Directors. All members shall serve on the Board of Directors. The direction and administration of this corporation shall be vested in the Board of Directors. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer.

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

To establish or acquire by purchase, exchange, construction or other means, and thereafter own, maintain and carry on an institution, boarding home or other establishment suitable for the reception, care, treatment, rehabilitation, guidance and protection of abandoned, orphaned, crippled or handicapped children or elderly persons. To establish a rehabilitation center or centers; to assist governmental agencies in pursuance of their endeavors to rehabilitate citizens; to establish relations with other organizations or functions that compliment or benefit the purposes of this corporation, and to provide investigative facilities for the evaluation of capacities and classifications of persons in the event such function is needed within the organization. To develop productivity, employability or rehabilitation of persons through vocational and occupational programs so that these individuals may follow gainful employment. To organize, operate and maintain facilities for entertainment, instruction and social opportunities for children or adults who, because of financial, physical or social limitations of their parents or guardians, would otherwise be unable to enjoy such opportunities in the general areas in which they live. To provide means for surgery, therapeutic treatments, hospitalization, medical examinations and spiritual guidance for individuals. To receive gifts and grants of money and property of every kind and nature and to administer the same for charitable, educational, civic and philanthropic uses; and to ~~may~~ otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description; and to engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Mississippi. To exercise all such power and authority as may be necessary to carry out the purposes and objectives above specified, but the purpose and essence of this corporation shall be purely charitable, civic, social, and educational.

The qualifications, terms of office, manner of election, compensation, and powers and duties of the Directors, the time, place and manner of calling, giving notice of, and conducting Directors' meetings, and the number of Directors ^{which} shall constitute a quorum, shall be prescribed by the by-laws. The Board of Directors shall elect a President, a Vice-President, and a Secretary and Treasurer, whose duties, responsibilities and authority shall be prescribed in the by-laws. At least one meeting shall be held by the Board of Directors for each calendar year. It shall be the duty of the President, and upon his failure or neglect, then of the Secretary or any officer of member, to mail notice at least ten (10) days prior to this annual meeting to all members entitled to be present. No business transacted at a members meeting shall be valid unless a quorum is present. A quorum shall consist of the majority of the Board of Directors present in person. The Board of Directors shall have the power to make, amend and repeal by-laws to govern this corporation, provided they are in accordance with and do not conflict with the Articles and the laws of the State of Mississippi. This corporation may amend its articles by a majority vote of the Board of Directors. Any officer or agent of this corporation may be removed from his office for cause or at any time the best interest of the corporation requires such action, by a majority vote of the Board of Directors. A vacancy or vacancies occurring on the Board of Directors between annual meetings of the members, shall be filled by appointment of the President, said appointee to serve until the next annual meeting of the members. This corporation may be dissolved by a two-thirds ($\frac{2}{3}$) vote of all the voting members.

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

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

Signatures: _____

Aubrey Sara
Angelo Florio
Sharon Florio

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Harrison

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, AUBREY SARA, ANGELO FLORIO,
SHARON FLORIO,

incorporators of the corporation known as the HAPPY LANDINGS HOMES, 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 22nd day of August, 1968

Margaret M. Cady
My Commission Expires June 17, 1970

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 28 day of Aug
A.D., 1968 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., November 20, 1968

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.

Joe T. Patterson
Attorney General
By *Maurice R. Black*
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

LAKE WASHINGTON RECREATION CLUB

is hereby 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 November A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

LAKE WASHINGTON RECREATION CLUB

RESOLUTION

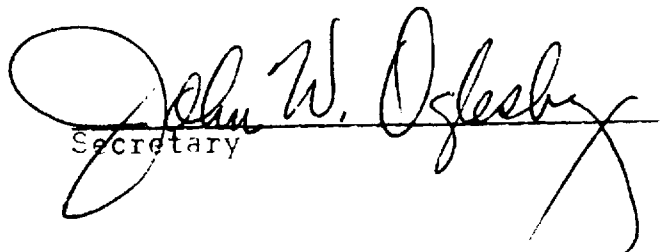
WHEREAS, the Membership of the Lake Washington Recreation Club held a meeting in due form on May 13, 1968, A. D., and adopted the following resolution.

BE IT RESOLVED by the members of the Lake Washington Recreation Club an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Thomas H. Nelson, Clyde Nichols, Burl B. Hardin, Wayne Reed, Charles Davidson, Paul Love, Kenneth Middleton, John W. Oglesby, and Howard New, are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named the Lake Washington Recreation 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 association as may be necessary so to do.

C E R T I F I C A T E

I, John W. Oglesby, 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 13th day of May, 1968, at Glen Alan, 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 May,
1968.


Secretary

THE CHARTER OF INCORPORATION OF
LAKE WASHINGTON RECREATION CLUB

1. The corporate title of said company is: Lake Washington Recreation Club

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

Howard New	Glen Allen	Miss.
John W. Oglesby	Glen Allen	Miss.
Wayne Reed	Glen Allen	Miss.
Paul Love	Glen Allen	Miss.
Thomas H. Nelson	Glen Allen	Miss.
Clyde Nicholas	Glen Allen	Miss.

All being adult, resident citizens of Washington County, Mississippi.

3. The domicile is at Glen Allen, Washington County, Mississippi

4. That this corporation is nonprofit and no shares of stock will be issued, this nonprofit corporation is created as, shall act as, and operate as a fraternal and civic improvement corporation.

5. Period of existence shall be perpetual.

6. The purposes and powers of this nonprofit fraternal and civic improvement corporation are:

To bring together members on a fraternal basis for the social entertainment of members and guests.

To own, buy, lease, and sell real and personal property necessary to conduct a nonprofit fraternal and civic improvement corporation.

To employ servants and agents reasonably necessary to conduct a nonprofit fraternal and civic improvement corporation.

To collect dues and assessments and all other things necessary to conduct a nonprofit fraternal and civic improvement corporation.

To levy and enforce special assessments as distinguished from dues.

To borrow money, adopt by laws, to accomplish powers incident to the formation of and the day to day operation reasonably necessary and incident to this organization.

To adopt and amend by laws at any regular or special meeting by a majority of those present.

To govern and regulate the internal affairs of this organization.

To elect from the membership a president, vice president, secretary-treasury, and 9 trustees.

To adopt a corporate seal to emplace on the bylaws at a place designated thereon.

To borrow money at a lawful rate of interest and secure same.

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

Signatures:

Howard New
Howard NewJohn W. Oglesby
John W. OglesbyWayne Reed
Wayne ReedPaul Love
Paul LoveThomas H. Nelson
Thomas H. NelsonClyde Nichols
Clyde Nichols

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

This day personally appeared before me, the undersigned authority Howard New, John W. Oglesby, Wayne Reed, Paul Love, Thomas H. Nelson, and Clyde Nichols, incorporators of the corporation known as the Lake Washington Recreation Club who acknowledged that they signed and delivered the above and foregoing charter of incorporation as their act and deed on this the 18th day of Nov, 1968.

Robert L. Taylor
NOTARY PUBLIC
Chancery Clerk

My Commission Expires:

1-1-72

Received at the office of the Secretary of State, this the 21 day of Nov.

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

November 21, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

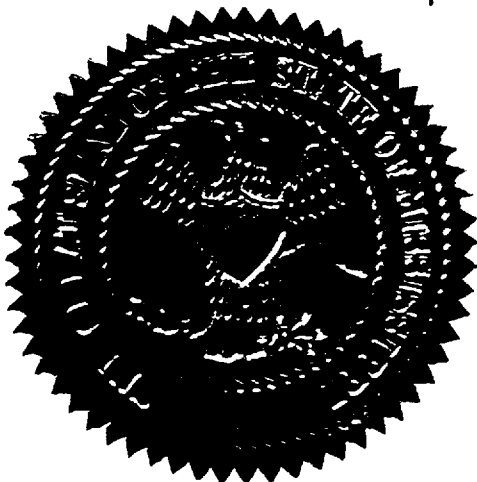
JACKSON

The within and foregoing Charter of Incorporation of

GOOD HOPE 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 27th day of November A. D., 1968.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

R E S O L U T I O N

BE IT RESOLVED by the Good Hope Water Association in regular business meeting assembled, that Claude King, Hollie Hudson, Ernest Pierce and Willie Fortenberry, all of whom are adult resident citizens of the State of Mississippi, and members of this Association, be and they are hereby authorized, directed and empowered to make application to the State of Mississippi for a Charter of Incorporation for this Association as a Non-Profit, Non-Share Corporation under the provisions of ^{House Bill No. 1335} ~~Section 5010.1 of~~ Laws of 1968, ~~the Mississippi code of 1942, as amended and recompiled,~~ and to do any and all other things necessary or proper in the chartering and organizing of said proposed corporation.

C E R T I F I C A T E

I, the undersigned Secretary of the Good Hope Water Association, do hereby certify that the above and foregoing is a true and correct copy of a certain Resolution passed and adopted by said Association in regular business meeting assembled on January 12, 1968, as the same appears on the minutes of said meeting, which are in my possession.

This the 31st day of October, 1968.

Hollie Hudson
SECRETARY, GOOD HOPE WATER ASSOCIATION

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

THE CHARTER OF INCORPORATION OF

GOOD HOPE WATER ASSOCIATION, INC.,

1. The corporate title of said company is: Good Hope Water Association, Inc.

2. The names of the incorporators are:

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

Name	Street & No.	City	State
(1) Claude King	Rt. 1	Bassfield,	Mississippi
(2) Hollie Hudson	Rt. 1	Bassfield,	Mississippi
(3) Ernest Pierce	Rt. 1	Bassfield,	Mississippi
(4) Willie Fortenberry	Rt. 1	Bassfield,	Mississippi

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

3. The domicile is at Rt. 1 Bassfield Mississippi
(Street and No.) (City) (State)4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, ~~etc.~~ As authorized by the provisions of House Bill 1335 Regular Session 1968 Mississippi Legislature.)

The Corporation shall be a Non-Profit and shall not issue any shares of stock. The Corporation shall divide no dividends nor profits among its members; shall make exclusion of 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. No publication of its charter shall be required of the corporation.

5. Period of existence shall be perpetual.

6. The purpose for which it is created.

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

(1) To associate it's 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, tanks, water mains, pipelines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a water system.

(2) 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 therefore in any manner permitted by law.

(3) 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 related activities.

(4) 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.

(5) To establish reserves and to invest the funds thereof in stocks, bonds, and other property as the board of trustees may deem satisfactory.

(6) To levy assessments in such manner and in such amount as may be provided in the by-laws of this corporation.

(7) To have and exercise all powers, privileges and rights conferred on corporation 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.

(8) The foregoing shall be construed both as objects and powers, and the enumeration thereof shall be held to limit or restrict in any maner the general powers conferred on this corporation by the laws of the State of Mississippi, all of which are hereby expressly claimed.

The named and addresses of the members of the initial board of trustees who shall hold office until the first annual meeting of the members, and until their successors have been elected and qualified, as provided in the by laws, are: Claude King, Hollie Hudson, Ernest Pierce, Allen Deen, Lavon Graves, Alford Armstrong, and Willie Fortenberry, all of Rt. 1, Bassfield, Mississippi.

The initial board of trustees shall have the direction of the affairs of the corporation and shall meet within 5 days after issuance of the Certificate of Incorporation by the Secretary of State for the purpose of electing officers, adopting by-laws and taking such other action as necessary to perfect the organization of the corporation and make a report thereof. Thereafter the by-laws may be amended and officers elected as provided in such by-laws.

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.

The rights and powers that may be exercised by the corporation, in addition to the foregoing, are those conferred by Chapter 4, Title 21, Code of Mississippi of 1942, and amendments thereto.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures:

Claude King
Hollie Hudson
Ernest Pierce
Willie Fortenberry

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of JEFFERSON DAVISThis day personally appeared before me, the undersigned authority, CLAUDE KINGHOLLIE HUDSONERNEST PIERCEWILLIE FORTENBERRYincorporators of the corporation known as the Good Hope Water Association, 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 31st day of October19 68

(Seal)

My Commission Expires: 12/28/68*Normed G. Kiffin*
NOTARY PUBLIC

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____

incorporators of the corporation known as the _____

who acknowledged that (he) (they) signed and executed the above and foregoing articles of incorporation as (his)

(their) act and deed on this the _____ day of _____, 19 _____

Received at the office of the Secretary of State this the 8 day of Nov.A.D., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
 Secretary of State

Jackson, Miss., November 12, 19 68

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.

Joe T. Patterson
 Attorney General
 By *Maurice R. Black*
 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

UMC OB-GYN 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 November A. D., 1968.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF A RESOLUTION DULY PASSED
BY THE MEMBERS OF THE UMC OB-GYN ASSOCIATION ON
SATURDAY, JUNE 8, 1968

At a meeting of the members of the UMC OB-GYN Association held on Saturday, June 8, 1968, in the City of Jackson, State of Mississippi, a majority of said membership being present, on motion the following Resolution was duly passed:

"RESOLVED, that this Association authorize, direct and empower Calvin T. Hull, M.D.; James L. Royals, M.D.; and William B. Wiener, M.D., and they are hereby authorized, directed and empowered to make application to the Secretary of State of the State of Mississippi for the grant of a charter of incorporation of this Association as a non-profit corporation pursuant to and by virtue of the laws of the State of Mississippi; and, the aforesaid members of this Association are empowered and authorized to employ an attorney to assist in the preparation of the necessary documentation therefor and to pay from the funds of the Association such charges necessary to effect the incorporation hereof."

I, Calvin T. Hull, M.D., Secretary and Treasurer of UMC OB-GYN Association, certify that the above is a correct and true copy of the Resolution of the membership of the said Association, duly adopted at the meeting of the Association, held on Saturday, June 8, 1968, in the City of Jackson, Mississippi.

WITNESS MY SIGNATURE, on this the 11th day of October, 1968.

Calvin T. Hull M.D.
SECRETARY

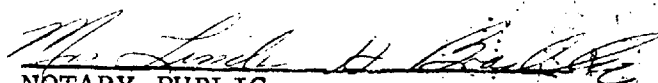
STATE OF MISSISSIPPI

COUNTY OF HINDS

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

T. HULL, M.D., who by me being first duly sworn, subscribed the foregoing certificate in my presence, and on oath stated that he had been first duly authorized so to do.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of October, 1968.


NOTARY PUBLIC

My Commission Expires Mar. 10, 1971

**CERTIFIED COPY OF A RESOLUTION DULY PASSED
BY THE MEMBERS OF THE UMC OB-GYN ASSOCIATION ON
SATURDAY, JUNE 8, 1968**

At a meeting of the members of the UMC OB-GYN Association held on Saturday, June 8, 1968, in the City of Jackson, State of Mississippi, a majority of said membership being present, on motion the following Resolution was duly passed:

"RESOLVED, that this Association authorized, direct and empower Calvin T. Hull, M.D.; James L. Royals, M.D.; and William B. Wiener, M.D., and they are hereby authorized, directed and empowered to make application to the Secretary of State of the State of Mississippi for the grant of a charter of incorporation of this Association as a non-profit corporation pursuant to and by virtue of the laws of the State of Mississippi; and, the aforesaid members of this Association are empowered and authorized to employ an attorney to assist in the preparation of the necessary documentation therefor and to pay from the funds of the Association such charges necessary to effect the incorporation hereof."

I, Calvin T. Hull, M.D., Secretary and Treasurer of UMC OB-GYN Association, certify that the above is a correct and true copy of the Resolution of the membership of the said Association, duly adopted at the meeting of the Association, held on Saturday, June 8, 1968, in the City of Jackson, Mississippi.

WITNESS MY SIGNATURE, on this the 28 day of October, 1968.

Calvin T. Hull
SECRETARY

STATE OF MISSISSIPPI
COUNTY OF HINDS

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

T. HULL, M.D., who by me being first duly sworn, subscribed the foregoing certificate in my presence, and on oath stated that he had been first duly authorized so to do.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 28 day
of October, 1968.


NOTARY PUBLIC

My Commission Expires on Dec. 10, 1971

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

THE CHARTER OF INCORPORATION OF

UMC OB-GYN ASSOCIATION, INC.

1. The corporate title of said company is: UMC OB-GYN 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
Calvin T. Hull, M.D.	5418 Meadow Oaks Park Dr.	Jackson	Miss.
James L. Royals, M.D.	3645 Cavalier Dr.	Jackson	Miss.
William B. Wiener, M.D.	228 Ridge Dr.	Jackson	Miss.

All adult resident citizens of the State of Mississippi

3. The domicile is at 2500 North State Street, Jackson, Mississippi
(Street and No.) (City) (State)

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

The corporation is for non-profit purposes to the physical, mental and moral condition of mankind and shall issue no stock to members thereof.

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 assist the Department of Obstetrics and Gynecology of the University of Mississippi Medical Center in every way possible, end, with this end in view, to accomplish the following:

- To establish a forum before which scientific papers may be presented;
- To establish closer contact between the Faculty at the University Medical Center and the entire membership of this organization;
- To encourage the advancement of medicine and particularly of the practice of Obstetrics and Gynecology;
- To arrange for meetings of the members of this organization;
- To promote scientific knowledge by assembly and the interchange of ideas and practice related particularly to Obstetrics and Gynecology.

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: Calvin T. Hull M.D.
William B. Wiener, M.D.
James L. Royals M.D.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, CALVIN T. HULL, JAMES L. ROYALS

incorporators of the corporation known as the UMC OB-GYN 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 October, 1968

My Commission Expires Feb. 27, 1972

Sara Katherine Adcock

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 18 day of Nov
A.D., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., November 20, 1968

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.

Joe T. Patterson
Attorney General
By Maurice R. Black
Assistant Attorney General

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

State of Mississippi



EXECUTIVE

OFFICE

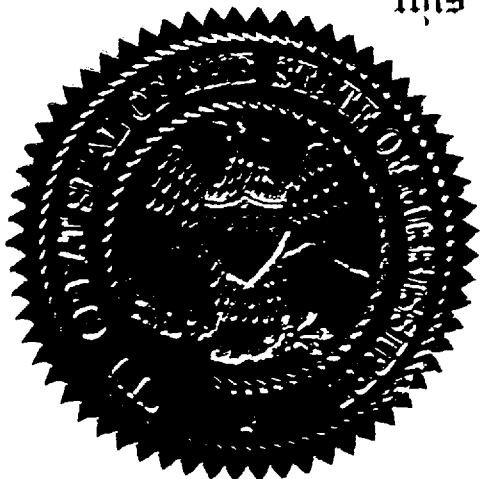
JACKSON

The within and foregoing Charter of Incorporation of

SCHOOL BUS, INC.

is hereby 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 November A. D., 1968.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF RESOLUTION

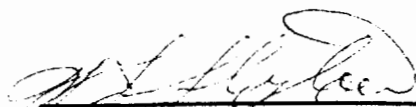
ADOPTED BY MEMBERS OF SCHOOL BUS, INC.

DIRECTING INCORPORATION

I, W. J. Slayton, Secretary and Treasurer of School Bus, an unincorporated association, do hereby certify that the following is a true and correct copy of a resolution unanimously adopted by the members of said association on motion duly made and seconded at a proper meeting of School Bus, properly called and held on September 4, 1968, at Council School #2, McClure Road, Hinds County, Mississippi at which all members of said association were present:

Be it resolved that the purpose of this association can be better fulfilled under a corporate form of existence, therefore, Herman M. Mason, Robert E. Swindoll and Carole K. Swindoll are hereby designated incorporators of a non-profit corporation to be formed under the laws of the State of Mississippi to accomplish the aims of this association. The incorporators are authorized and directed to prepare, execute and submit a charter of incorporation to the Secretary of State of the State of Mississippi.

Witness my signature as Secretary and Treasurer of said association, this the 19 of November, 1968.



W. J. Slayton
Secretary-Treasurer



THE CHARTER OF INCORPORATION
OF SCHOOL BUS, INC.

1. The corporate title of said company is School Bus, Inc.

2. The name of the incorporators are:

<u>Name</u>	<u>Street and Number</u>	<u>City</u>	<u>State</u>
Herman M. Mason	5941 Whitestone Road	Jackson, Mississippi	
Robert E. Swindoll	1449 Morson Road	Jackson, Mississippi	
Carole K. Swindoll	1449 Morson Road	Jackson, Mississippi	

Each of whom is an adult resident citizen of the State of Mississippi.

3. The initial registered office is 1365 Morson Road, Jackson, Mississippi.

4. The corporation is a non-profit organization to provide transportation of school children to and from school. It shall issue no stock.

5. Period of existence shall be perpetual.

6. The purposes of which it is created, not contrary to law, including a statement of 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 provide, on a non profit basis, transportation to and from school for children.

The rights and powers of the corporation, to be exercised only to the extent reasonably necessary to accomplish the purpose stated above are:

(1) to sue and be sued, complain and defend, in its corporate name.

(2) to have a corporate seal.

(3) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use personal property or any interest therein, wherever situated.

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

(5) Membership shall be controlled by the Board of Directors.

(6) The secretary and treasurer may be one and the same person.

(7) There shall be five directors of the corporation.

(8) The officers of the corporation shall be a President, Vice President, Secretary & Treasurer, all of whom shall be elected annually by the board of directors. An unexpired term of an officer may be filled by the board of directors to complete the vacated terms of office.

(9) The board of directors shall adopt a resolution setting forth any proposed amendment or amendments and directing that it may be submitted to a vote at a meeting of the members. The vote of 2/3 of the members are necessary to adopt the proposed amendment or amendments.

(10) The board of directors shall meet a minimum of one time per year or the president may call a special meeting of the board at anytime.

(11) At the beginning of each month each member will pay into the corporation \$3.00 per month per child riding the School Bus. Members who fail to pay these charges by the 10th of each month will not have their child or children ride on the School Bus and if not paid within 30 days their membership will be forfeited and may be re-sold by the board of directors.

(12) The monthly assessment of each member may be increased or decreased by the board of directors so as, to meet the maintenance and operating expenses of the corporation.

(13) Monthly assessments will be mailed to the Secretary & Treasurer without being rendered a bill.

(14) The corporation shall be operated for a non-profit purpose and no part of the income or assets of the corporation shall be distributed to or inure to the benefit of any individual.

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

Herman M. Mason
Herman M. Mason

Robert E. Swindoll
Robert E. Swindoll

Carole K. Swindoll
Carole K. Swindoll

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, HERMAN M. MASON, ROBERT E. SWINDOLL, and CAROLE K. SWINDOLL, incorporators of the corporation known as School Bus, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 18th day of Nov, 1968.

Julia H. Kendrick
Supreme Court Clerk
by James Burdham, D.C.

Received at the office of the Secretary of State, this the 20 day of Nov, A.D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lockner
SECRETARY OF STATE

Jackson, Mississippi November 20, 1968.

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
ASSISTANT ATTORNEY GENERAL

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MONTGOMER CONSERVATION & 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 November A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner
Secretary of State

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

MONTGOMER CONSERVATION & HUNTING CLUB, INC.

1. The corporate title of said company is: Montgomer Conservation & 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
H. D. Allen	RFD	Port Gibson, Mississippi	
Ernest Goff	Hillcrest Subdivision	Port Gibson, Mississippi	
Walter F. Scott	405 Jackson Street	Port Gibson, Mississippi	

(All of the foregoing incorporators being adult resident citizens of the State of Mississippi.)

3. The domicile is at 405 Jackson Street, Port Gibson, Mississippi
(Street and No.) (City) (State)

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

The corporation is a non-profit, non-share organization organized as an agricultural society under the provisions of House Bill No. 1335 of the Regular Session of the Mississippi Legislature of 1968.

5. Period of existence shall be perpetual.

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

The purpose for which the corporation is created is to be an agricultural society for the purposes of promoting conservation on woodlands under the control of the corporation; the proper conservation and harvesting of wild game of every sort and description. The corporation shall have the authority to own, rent, lease, take permits on, or otherwise handle, manage and control real estate or personal property of every nature or kind necessary or convenient to the purposes for which the corporation is created; to control its members in the proper conservation practices for which created, and make and enforce rules and regulations therefor, for the violation of which rules and regulations membership may be forfeited; to charge initiation fees for membership in the organization as it, in its discretion, may see fit; to require payment of dues and/or to make assessments of or from its members; to make all agreements, obtain such permits, and otherwise cooperate to stay within the law in conservation and harvesting practices; to give mortgages, deeds of trust, or other liens of any nature or kind on any property of the corporation.

RESOLUTION

BE IT RESOLVED by the membership of the Montgomer Conservation & Hunting Club, now existing as an unincorporated association, that H. D. Allen, Ernest Goff and Walter F. Scott, members of the organization, be and are hereby authorized, empowered and directed to apply for a charter of incorporation from the State of Mississippi as a non-profit, non-share corporation, and as an agricultural society as provided by Section 5310.1 of the Mississippi Code of 1942, Recompiled, as amended; they shall make application for the charter of incorporation, and execute said application, and take such further actions as might be deemed necessary, convenient, or proper in order to obtain a charter of incorporation for the association in such manner.

I, WALTER F. SCOTT, Secretary-Treasurer of the Montgomer Conservation & Hunting Club, an unincorporated association, do hereby certify that the above and foregoing is a full, true and correct copy of a resolution duly passed and adopted by said unincorporated association, at a membership meeting held on the 11th day of October, 1968.

Witness my signature this the 15th day of November, 1968.

Walter F. Scott

State of Mississippi



EXECUTIVE

OFFICE

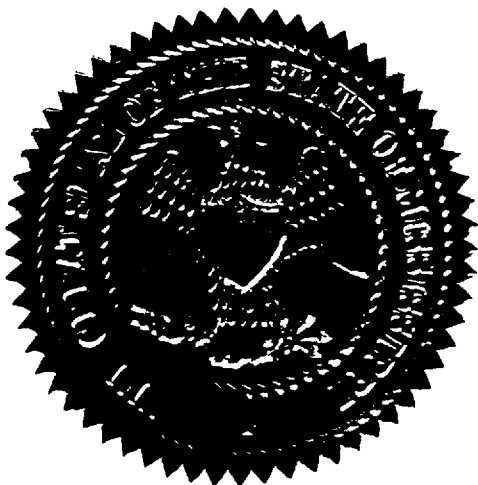
JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI REDEVELOPERS, INC.

is hereby 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 November A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED
BY MEMBERS OF MISSISSIPPI REDEVELOPERS
DIRECTING INCORPORATION

I, George Uricheck, Secretary of Mississippi Redevelopers, an Unincorporated Association, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted by the members of said association on motion duly made and seconded at a proper meeting of Mississippi Redevelopers, properly called and held on the 21st day of November, 1968, at 237 East Amite Street in the City of Jackson, First Judicial District of Hinds County, Mississippi, at which meeting all members of said association were present:

Be it resolved that the purposes of this corporation can better be fulfilled under a corporate form of existence; therefore, James McGough, George Uricheck and John P. Maloney are hereby designated Incorporators of a non-profit corporation to be formed under the laws of the State of Mississippi to accomplish the aims of this association. The Incorporators are authorized and directed to prepare, execute and submit a chartered incorporation to the Secretary of State of the State of Mississippi and to determine the contents thereof.

Witness my signature as Secretary of said association
this 22nd day of November, 1968.

George Uricheck
George Uricheck, Secretary

THE CHARTER OF INCORPORATION
OF
MISSISSIPPI REDEVELOPERS, INC.

1. The corporate title of said company is
MISSISSIPPI REDEVELOPERS, INC.

2. The names of the incorporators are:

<u>Name</u>	<u>Street and No.</u>	<u>City</u>	<u>State</u>
James McGough	237 East Amite Street	Jackson	Mississippi
George Uricheck	237 East Amite Street	Jackson	Mississippi
John P. Maloney	1045 Meadowbrook Road	Jackson	Mississippi

Each of whom is an adult resident citizen of the State of
Mississippi.

3. The domicile is at 237 East Amite Street,
Jackson, Mississippi.

4. The corporation is a nonprofit charitable
and civic improvement association and one to provide uniform
low cost multi-family housing. It shall issue no stock.

5. Period of existence shall be perpetual.

6. The purposes of 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 associa-
tion being incorporated are:

(a) To provide, on a nonprofit basis, uni-
form low cost multi-family housing and related facilities
and services for low and moderate income families pursuant
to Section 221 (h) of the National Housing Act, as amended.

The rights and powers of the corporation, to be exercised only to the extent reasonably necessary to accomplish the purposes stated above, are:

(1) To sue and be sued, complain and defend, in its corporate name.

(2) To have a corporate seal, a facsimile of which shall be impressed upon the bylaws of the corporation at a point designated therefor and to use same as provided in the bylaws.

(3) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use real or personal property or any interest therein, wherever situated.

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

(5) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or the State of Mississippi or any other state, or any political subdivision thereof, or governmental district or municipality or of any instrumentality thereof; provided, however, that this section shall not be

construed to grant to any corporation the power to create unlawful monopolies, trusts or combinations in restraint of trade in violation of the laws of this state.

(6) To make contracts and incur liabilities, borrow money at such rates of interest, not contrary to law, as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, deed of trust, or pledge of all, or any of its property, franchises and income, including the execution of such contracts and other instruments as provided by law. Such contracts may provide that they shall remain binding upon the corporation, its successors and assigns, so long as a mortgage or deed of trust on the corporation's property is insured or held by the Federal Housing Commissioner.

(7) To invest and reinvest its funds for its corporate purposes, and may take and hold real and personal property as security for the payment of funds so invested.

(8) To elect or appoint officials and agents of the corporation, not contrary to law and the provisions of this Charter, and define their duties and fix their compensation, if any, for services actually rendered to the corporation.

(9) To make and alter bylaws by majority vote of the members 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.

(10) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

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

(12) At the organizational meeting of the members of this corporation, they shall elect a President, a Vice President, a Secretary or Secretary-Treasurer, and such number of directors as the members may determine.

(13) The bylaws shall provide, among other things, for the qualifications of persons to be members of the corporation, what may constitute forfeiture of membership in addition to nonpayment of dues, if any, the duties and responsibilities of the officers and directors of the corporation and their respective terms of office, and the qualifications or persons who may be elected officers and directors of the corporation.

(14) The secretary and treasurer may be one and the same person, and need not be a director of the corporation. Other officers must be directors of the corporation.

(15) The annual meeting shall be held on the 2nd Tuesday in January of each year at Jackson, Mississippi.

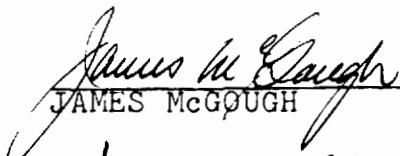
(16) Bylaws of the corporation may be adopted by the members at any regular meeting or at any special meeting called for that purpose, so long as they are not inconsistent with the provisions of this Charter and laws of the State of Mississippi.

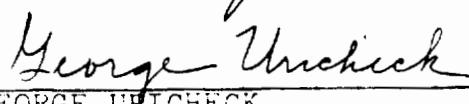
(b) All such powers shall be exercised only to the extent reasonably necessary to accomplish the stated purposes of the corporation.

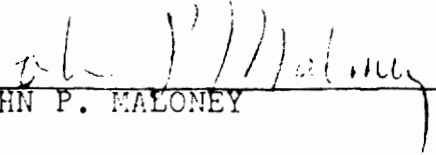
(c) The corporation is irrevocably dedicated to and shall be operated exclusively for nonprofit purposes and no part of the income or assets of the corporation shall be distributed to or inure to the benefit of any individual.

(d) Upon the dissolution of the corporation or the winding up of its affairs, the corporations's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation to be selected by the Board of Directors subject to approval by the members, provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Federal Housing Commissioner or his nominee.

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.


JAMES MCGOUGH


GEORGE URICHECK


JOHN P. MALONEY

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, JAMES McGOUGH, GEORGE URICHECK, AND JOHN P. MALONEY, incorporators of the corporation known as MISSISSIPPI REDEVELOPERS, INC., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 22 day of November, 1968.

My Commission Expires Feb. 4, 1972

Agnes B. Cochran
Notary Public

Received at the office of the Secretary of State this the 22 day of Nov., A. D., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE

Jackson, Mississippi, Nov. 22, 1968.

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.

Joe T. Patterson
JOE T. PATTERSON

BY: Maurice R. Black
ASSISTANT ATTORNEY GENERAL

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NATCHEZ CONGREGATION OF JEHOVAH'S WITNESSES, SOUTH UNIT, 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 November A. D., 1968.



John Paul Williams
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

Be it resolved by the Natchez Congregation of Jehovah's Witnesses, South Unit:

RESOLVED, That said congregation shall organize a non-profit, non-share corporation pursuant to the laws of the State of Mississippi, and

THAT, W. A. Brown, Mrs. Emma Cavin and Mrs. John H. Brashier, being members of said congregation and adult resident citizens /of Adams County, Mississippi, be and they are hereby directed to make application for the issuance of a Charter of Incorporation to and in the name of "Natchez Congregation of Jehovah's Witnesses, South Unit."

APPROVED AND ADOPTED by the membership of the Natchez Congregation of Jehovah's Witnesses, South Unit, in open assembly on this 8th day of November, 1968.

Motion made by Alton Goodwin.

Motion seconded by William Holland.

20 voted in favor of--None against.

W. A. Brown
Congregation Servant
M. G. Holland
Asst. Congregation Servant
Alton Goodwin
Bible Study Servant

I, Louise Brashier, acting Secretary of the Natchez Congregation of Jehovah's Witnesses, South Unit, do hereby certify that the foregoing is a true and exact copy of a resolution approved and adopted by the membership of the Natchez Congregation of Jehovah's Witnesses, South Unit, on the 8th day of November, 1968.

Louise Brashier
Louise Brashier, Secretary

THE CHARTER OF INCORPORATION
OF THE
NATCHEZ CONGREGATION OF JEHOVAH'S WITNESSES, SOUTH UNIT

I.

The Corporate Title of said company shall be the Natchez Congregation of Jehovah's Witnesses, South Unit, Incorporated.

II.

The names and post office addresses of the incorporators who are members of the said Natchez Congregation of Jehovah's Witnesses, South Unit are:

W. A. Brown, 16 Woodside Court, Natchez, Miss.

Mrs. Emma Cavin, Rt. 5 Box 209, Natchez, Miss.

Mrs. John H. Brashier, Rt. 1 Box 123, Natchez, Miss.

III.

The domicile of the Corporation in the State of Mississippi will be the corner of Brown and Reynolds Street, Natchez, Adams County, Mississippi.

IV.

The Natchez Congregation of Jehovah's Witnesses, South Unit, Inc. shall be a perpetual, non-profit, non-share corporation with each member of said corporation to have one (1) vote in the election of all officers of the corporation. The death or termination of membership of any member shall terminate any and all rights or interest of said member in and to any of the assets of the corporation.

V.

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

This corporation shall have the right to purchase, sell, lease, rent or otherwise acquire, hold, dispose of or incumber real property and to own, acquire, incumber or dispose of all kinds of personal property necessary or properly incident to the maintenance of a church or place of worship and to disseminate Christian doctrines and Biblical truths.

To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this state or throughout the United States and elsewhere, and to do any and all acts, thing or things, incidental or pertinent to, or connected with the work hereinabove described, or any part or parts thereof if not inconsistent with the laws under which this corporation is organized.

It is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

The rights and powers that may be exercised by this corporation in addition thereto are those conferred by the provisions of Chapter 4, Title 21, of the Mississippi Code of 1942, and all amendments thereto.

VI.

No part of the profits, if any of this corporation shall insure to the benefit of any member. An expulsion from

membership shall be the only penalty imposed by said corporation for the nonpayment of dues.

WITNESS OUR SIGNATURES, This 20 day of November,
1968.

W. A. Brown
W. A. BROWN

Mrs Emma Cavin
MRS. EMMA CAVIN

Mrs John H. Brasher
MRS. JOHN H. BRASHER

STATE OF MISSISSIPPI

COUNTY OF ADAMS

Personally appeared before me, the undersigned authority in and for the foregoing jurisdiction, W. A. Brown, incorporator of the corporation known as the Natchez Congregation of Jehovah's Witnesses, South Unit, Inc., who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this 20 day of November, 1968.

W. A. Brown
W. A. BROWN

SWORN TO AND SUBSCRIBED BEFORE ME, This the 20 day of November, 1968.

[Signature]
NOTARY PUBLIC

My Commission Expires:

August 12, 1971.

STATE OF MISSISSIPPI

COUNTY OF ADAMS

Personally appeared before me, the undersigned authority in and for the foregoing jurisdiction, Mrs. Emma Cavin, incorporator of the corporation known as the Natchez Congregation of Jehovah's Witnesses, South Unit, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation as her act and deed on this 20 day of November, 1968.

Mrs Emma Cavin.
MRS. EMMA CAVIN

SWORN TO AND SUBSCRIBED BEFORE ME, This 20 day of

November, 1968.

[Signature]
NOTARY PUBLIC

My Commission Expires:

August 12, 1971.

COUNTY OF ADAMS

Personally appeared before me, the undersigned authority in and for the foregoing jurisdiction, Mrs. John H. Brashier, incorporator of the corporation known as the Natchez Congregation of Jehovah's Witnesses, South Unit, Inc., who acknowledged that she signed and executed the above and foregoing Articles of Incorporation as her act and deed on this 20 day of November, 1968.

Mrs. John H. Brashier
MRS. JOHN H. BRASHIER

SWORN TO AND SUBSCRIBED BEFORE ME, This 20 day of November, 1968.

[Signature]
NOTARY PUBLIC

My Commission Expires:

August 12, 1971.

Received at the office of the Secretary of State this the 22 day of Nov., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[Signature]
SECRETARY OF STATE

Jackson, Mississippi

November 25, 1968

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.

JOE T. PATTERSON, ATTORNEY
GENERAL

BY: Maurice R. Black
ASSISTANT ATTORNEY GENERAL

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BANK OF RALEIGH

RALEIGH, 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 26th day of November, 1968.*

Attest:

Heber Ladner
Secretary of State.

John B. McEwen
Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

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

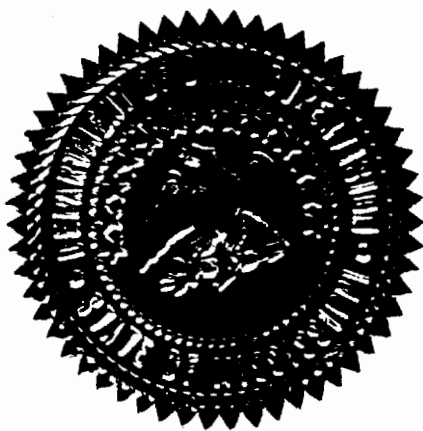
BANK OF RALEIGH

RALEIGH, MISSISSIPPI

is here approved.

*In testimony whereof, I have herewith set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this 22nd day of*

November 19 1968



[Signature]
STATE COMPTROLLER

NOV 20 '68

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

DEPT. OF BANK SUPERVISION

OF

BANK OF RALEIGH, RALEIGH, MISSISSIPPI

A special meeting of the Board of Directors of the Bank of Raleigh duly and legally called, was held at the banking house in Raleigh, Miss. at 2:00 p.m. on the 17th day of October, 1968, with the following directors present:

L. W. Blackwell
F. S. Huff
B. J. Craft
W. L. Thompson, Jr.
Allen Caughman

W. C. Westmoreland
Denton R. Dukes
L. D. Pittman
Mrs. E. H. Ford

There being a quorum present the meeting proceeded to business, W. L. Thompson, Jr. acting as Chairman and B. J. Craft acting as Secretary.

The Chairman then explained the meeting was called for the purpose of considering a program looking to an increase in the bank's Capital stock in the sum of \$15,000.00 or from \$75,000.00 to \$90,000.00 to be accomplished by the declaration and payment of a common stock dividend. After a full discussion of the matter the following resolution was offered.

WHEREAS, It appears that the common stock of the bank should be increased from \$75,000.00 to \$90,000.00 by the declaration and issuance pro-rata to the holders of outstanding common stock of the bank a dividend in the sum of \$15,000.00, payable only in common stock of the bank, said dividend to be accomplished by the issuance of 300 additional shares of common stock; such new shares to have the same rights, privileges and immunities as the presently outstanding stock; to be issued and delivered to holders of common stock on the basis of 1 additional share of common stock for each 5 shares of stock standing in the name of the stockholder on the books of the Bank of Raleigh making the total capital of the bank \$90,000.00, and

WHEREAS, It appears that the State Comptroller and the Federal Deposit Insurance Corporation have heretofore indicated their approval of the plan.

NOW, THEREFORE, BE IT RESOLVED, That the said plan to increase the common stock of the bank from \$75,000.00 to \$90,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of \$15,000.00 to be payable only in common stock of the bank, such new shares to be issued and delivered to holder of common stock on the basis of 1 share of stock for each 5 shares of stock standing in the name of the stockholder on the books of the bank as of December 1, 1968, to be the same is hereby approved and submitted for consideration and vote of the stockholders at a special meeting of stockholders of the bank to be held in the banking house in Raleigh, Mississippi, at 10:00 a.m. on the 14th day of November, 1968, and

That the officers be and they are hereby authorized and directed to give notice of such special meeting of stockholders as provided in the by-laws.

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

There being no further business the meeting was adjourned.

W. L. Thompson, Jr.
Chairman

B. J. Craft
Secretary

STATE OF MISSISSIPPI

COUNTY OF SMITH

Personally appeared before me the undersigned Notary Public in and for said County and State, W. L. Thompson, Jr. who being duly sworn says that he is Vice President of the Bank of Raleigh, Raleigh, Mississippi, and that notice of the Special meeting of the stockholders of said bank to be held on November 14, 1968, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initialed form of proxy hereto attached.

W. L. Thompson Jr.

Subscribed and sworn to before me this 15 day of Nov., 1968

Charles Hasting
Notary Public



My Commission expires Aug 3, 1970.

TO THE STOCKHOLDERS
BANK OF Raleigh
Raleigh, MISSISSIPPI

You are hereby notified that a (~~Regular~~)(Special) meeting of the stockholders of the Bank of Raleigh will be held in the banking house in Raleigh Mississippi, at 10 (a.m.)(~~p.m.~~) on the 14th day of Nov., 19 68, for the purpose of considering and voting on the following special matter to be submitted to the stockholders:

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

For an amendment to the Charter of Incorporation to (increase)(~~decrease~~) the authorized common stock of the bank from \$ 75,000.00 to \$ 90,000.00 by the declaration and payment of a common stock dividend in the sum of \$ 15,000.00

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

Thus done at Raleigh, Mississippi, this the 30th day of Oct., 19 68

W.L. Thompson, Jr.
President

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

PROXY FOR USE AT (REGULAR)(SPECIAL) STOCKHOLDERS' MEETING

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned stockholder in the Bank of Raleigh, Raleigh, Mississippi, do hereby nominate, constitute and appoint _____, or either of them my true, and lawful attorney with power of substitution for me and in my name, place and stead to vote upon all of the stock of the said Bank of Raleigh standing in my name on the books of the bank at the meeting of stockholders thereof to be held at its banking house in Raleigh, Mississippi, at 10 (a.m.)(~~p.m.~~) on the 14th day of Nov., 19 68, or any adjournment thereof, on any and all of the proposals contained in the Notice of the meeting of the stockholders of said bank, receipt of which notice is hereby incorporated by reference into this proxy, with all the powers the undersigned would possess if present personally at said meeting, or any adjournment thereof, hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 19 ____.

WITNESS MY SIGNATURE:

NUMBER OF SHARES

AMENDMENT TO ARTICLES OF INCORPORATION
OF
BANK OF RALEIGH, RALEIGH, MISSISSIPPI

RESOLVED, That the plan to increase the common stock of the bank from \$75,000.00 to \$90,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of \$15,000.00 to be accomplished by the issuance of 300 additional shares of common stock of a par value of \$50.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of 1 additional share of stock for every 5 shares of stock standing in the name of the stockholder on the books of the bank as of December 1, 1968, making the total capital of the Bank \$90,000.00, and

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

That the Charter of Incorporation of this bank, as amended, be further amended by striking out Section 4 of the original Charter of Incorporation as amended and insert in lieu thereof the following:

SECTION FOUR

The capital stock of the bank shall be Ninety Thousand Dollars (\$90,000.00) divided into 1800 shares of the par value of Fifty (\$50.00) per share.

STATE OF MISSISSIPPI

COUNTY OF SMITH

I, the undersigned Vice President of the Bank of Raleigh, Raleigh, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank and the same was duly adopted at a special meeting of stockholders held on the 14th day of November, 1968, in accordance with by-laws of the bank. And I do further certify that the said resolution was adopted by a majority in amount of all of the outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of Bank of Raleigh, Raleigh, Mississippi, this the 14th day of November, 1968.

W. F. Thompson Jr.
Vice President

ATTEST:

Blair
CASHY



Received at the office of the Secretary of State, this the 25 day of Nov
A. D., 1968, together with the sum of \$ 30⁰⁰ deposited to cover the recording fee, and
referred to the Attorney General for his opinion.

Heber L. Linder
SECRETARY OF STATE.

Jackson, Miss.,

November 25, 1968

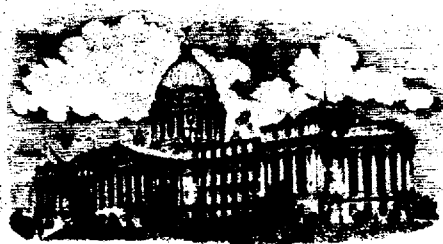
I have examined this Amendment to the Charter of incorporation,
and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United
States.

Joe T. Patterson
ATTORNEY GENERAL

By W. H. Coleman
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BANK OF PONTOTOC

PONTOTOC, 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 26th day of November, 1968.*

Attest:

Heber Ladner
Secretary of State.

John Bell Williams
Governor.

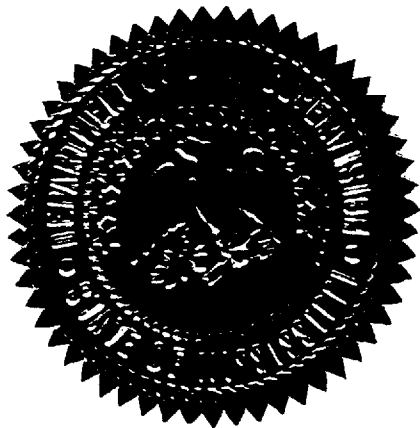
State of Mississippi
Department of Bank Supervision



JACKSON

The within and foregoing Amendment to the
Charter of Incorporation of _____
BANK OF PONTOTOC
PONTOTOC, MISSISSIPPI

is here approved.



In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ *22nd* _____ *day of*
November 19 68

Harve Steele

STATE COMPTROLLER.

of

BANK OF PONTOTOC
PONTOTOC, MISSISSIPPI

A special meeting of the Board of Directors of the Bank of Pontotoc duly and legally called, was held at the banking house in Pontotoc, Mississippi at 2:30 p.m. on the 30th day of September, 1968, with the following directors present:

O. T. Ray, Stanley Faulkner, Byrd P. Mauldin, John H. Anderson,
and L. B. Browning.

There being a quorum present the meeting proceeded to business, O. T. Ray acting as Chairman and Byrd P. Mauldin acting as Secretary.

The Chairman then explained the meeting was called for the purpose of considering a program looking to an increase in the bank's Capital stock in the sum of \$100,000.00 or from \$100,000.00 to \$200,000.00 to be accomplished by the declaration and payment of a common stock dividend. After a full discussion of the matter the following resolution was offered.

WHEREAS, It appears that the common stock of the bank should be increased from \$100,000.00 to \$200,000.00 by the declaration and issuance pro-rata to the holders of outstanding common stock of the bank a dividend in the sum of \$100,000.00, payable only in common stock of the bank, said dividend to be accomplished by the issuance of 4,000 additional shares of common stock; such new shares to have the same rights, privileges and immunities as the presently outstanding stock; to be issued and delivered to holders of common stock on the basis of one additional share of common stock for each one share of stock standing in the name of the stockholder on the books of Bank of Pontotoc, making the total capital of the bank \$200,000.00, and

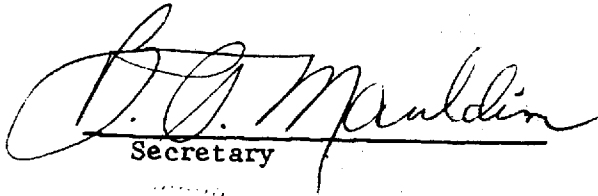
WHEREAS, It appears that the State Comptroller and the Federal Deposit Insurance Corporation have heretofore indicated their approval of the plan.

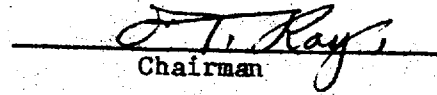
NOW, THEREFORE, BE IT RESOLVED, That the said plan to increase the common stock of the bank from \$100,000.00 to \$200,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of \$100,000.00 to be payable only in common stock of the bank, such new shares to be issued and delivered to holder of common stock on the basis of one share of stock for each one share of stock standing in the name of the stockholder on the books of the bank as of September 30, 1968, to be the same is hereby approved and submitted for consideration and vote of the stockholders at a special meeting of stockholders of the bank to be held in the banking house in Pontotoc, Mississippi, at 2:00 p.m. on the 29th day of October, 1968, and

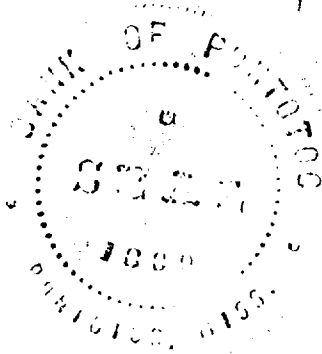
That the officers be and they are hereby authorized and directed to give notice of such special meeting of stockholders as provided in the by-laws.

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

There being no further business the meeting was adjourned.


Secretary


Chairman



STATE OF MISSISSIPPI

COUNTY OF PONTOTOC

Personally appeared before me the undersigned Notary Public in and for said County and State, Stanley Faulkner, who being duly sworn says that he is President of the Bank of Pontotoc, Pontotoc, Mississippi, and that notice of the Special meeting of stockholders of said bank to be held on October 29, 1968, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initialed form of proxy hereto attached.

Stanley Faulkner
President

Subscribed and sworn to before me this 29th day of October,



My commission expires:

5-12-70

Peggy McNeill
Notary Public

BOOK 172 PAGE 102
BOOK 172 PAGE 102

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

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

Slamby Fairbank
President

PROXY FOR USE AT SPECIAL STOCKHOLDERS' MEETING

5, 7,

NUMBER OF SHARES

BANK OF PONTOTOC
PONTOTOC, MISSISSIPPI

RESOLVED, That the plan to increase the common stock of the bank from \$100,000.00 to \$200,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of \$100,000.00 to be accomplished by the issuance of 4,000 additional shares of common stock of a par value of \$25.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of one additional share of stock for every one share of stock standing in the name of the stockholder on the books of the bank as of September 30, 1968, making the total capital of the Bank \$200,000.00, and

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

That the Charter of Incorporation of this bank, as amended, be further amended by striking out Section 1 of the original Charter of Incorporation as amended and insert in lieu thereof the following:

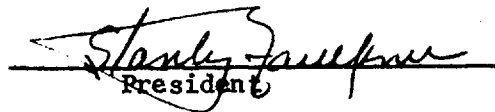
SECTION 1

The capital stock of the bank shall be Two Hundred Thousand Dollars (\$200,000.00) divided into 8,000 shares of the par value of Twenty Five Dollars (\$25.00) per share.


STATE OF MISSISSIPPI
COUNTY OF PONTOTOC

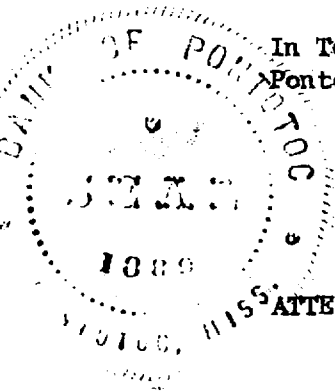
I, the undersigned President of the Bank of Pontotoc, Pontotoc, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank and the same was duly adopted at a special meeting of stockholders held on 29th day of October, 1968, in accordance with by-laws of the bank. And I do further certify that the said resolution was adopted by a majority in amount of all of the outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of Bank of Pontotoc, Pontotoc, Mississippi, this the 29th day of October, 1968.


President

ATTEST:


A. Cashier



Received at the office of the Secretary of State, this the 22 day of Nov,

A. D., 1968, together with the sum of \$ 200⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

November 25, 1968

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.

Joe F. Patterson
ATTORNEY GENERAL.

By W. L. Coleman
Assistant Attorney General.

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State of Mississippi

EXECUTIVE



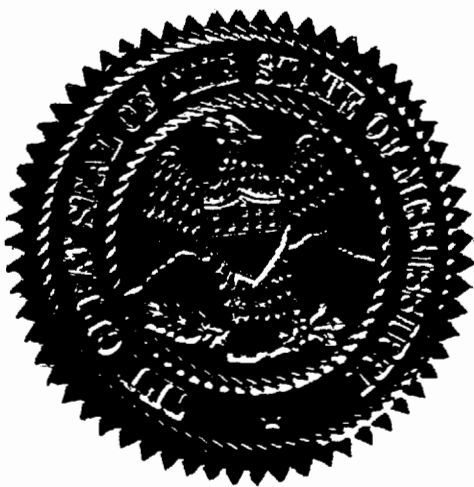
OFFICE

Jackson

*The within and foregoing Amendment to the
 Charter of Incorporation of* WEST HILLS GOLF AND SWIM CLUB CHANGING
 NAME TO:

WEST HILLS COUNTRY CLUB.

is hereby approved.



*In Testimony Whereof, I have hereunto set
 my hand and caused the Great Seal
 of the State of Mississippi to be
 affixed, this the 4th day of December, 1968.*

Attest:

Heber Ladner

Secretary of State.

John Bell Williams

Governor.

AMENDMENT TO THE CHARTER OF INCORPORATION OF
WEST HILLS GOLF AND SWIM CLUB, INC.

Amend by deleting Article I of the original Charter and substituting in
lieu thereof the following:

FIRST: The name of this corporation is WEST HILLS COUNTRY CLUB, INC.

November 21, 1968

WEST HILLS COUNTRY CLUB, INC.

By James A. Tatum
President

By Edsel Sims
Secretary

STATE OF MISSISSIPPI)
COUNTY OF FORREST) SS.

I, Ruby H. Schamber, a notary public, do hereby certify
that on this 21st day of November, 1968, personally appeared
before me James A Tatum, and Edsel Sims,
who, being by me first duly sworn, declared that they are the President
and Secretary, respectively, of West Hills Country Club, Inc.,
that they executed the foregoing document as President and Secretary
respectively of the corporation, and that the statements therein contained
are true.

Ruby H. Schamber
Notary Public

My commission expires Oct. 17, 1972

(NOTARIAL SEAL)

WEST HILLS GOLF and SWIM CLUB, INC.
SEMI-ANNUAL GENERAL MEMBERSHIP MEETING
NOVEMBER 28, 1967

In accordance with the constitution and by laws of The West Hills Golf and Swim Club a semi-annual meeting of the general membership was held at the club house on November 28, 1967.

The meeting was called to order at 8:05 P. M. by President Leo Hill. A count was made of members having registered and it was announced the 45 families represented made a quorum of 1/5 of the entire membership in good standing.

The minutes of the annual membership meeting of May 23, 1967, was read and accepted as read.

The motion was read and unanimously voted by the membership to change the name of the club from West Hills Golf and Swim Club to West Hills Country Club.

A motion by Edsel Sims that the adult lounge be available for card playing on Tuesdays, Wednesdays and Thursdays was seconded by Ray Maddox and was carried unanimously by the membership.

A motion by James R. Carpenter that the stereo be left in the main building was seconded by Jack Sherrill and was voted affirmative by the membership.

A motion by Alan Jackson that dancing be allowed in adult lounge was seconded by Audrey Kemp and motion carried.

A motion for adjournment was made by Frank McWhorter, seconded by Alan Jackson and carried. Adjournment was at 9:35 P. M.

" I Certify that this is a true and correct copy of the Minutes of a meeting held November 28, 1967."

WEST HILLS GOLF & SWIM CLUB

W. J. Vance
W. J. Vance, Secretary & Treasurer

By: *W. J. Vance*
W. J. Vance, Secretary

Received at the office of the Secretary of State, this the 20 day of Nov

A. D., 1968, together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Hadner
SECRETARY OF STATE.

Jackson, Miss.,

November 26, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

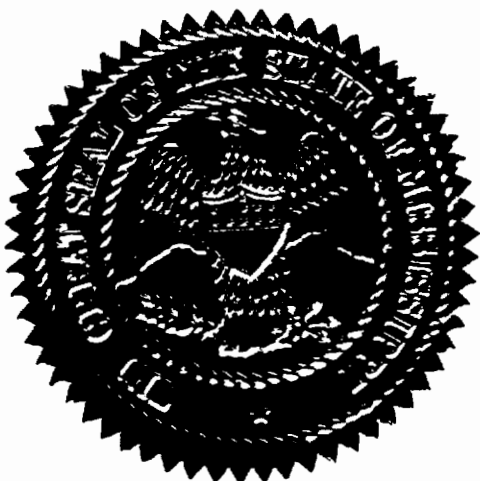
JACKSON

The within and foregoing Charter of Incorporation of

BAILEY CHURCH 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 2nd day of December A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

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

THE CHARTER OF INCORPORATION OF

BAILEY CHURCH ASSOCIATION, INC.

1. The corporate title of said company is: Bailey Church 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
W. T. Covington	Route 1, Box 97	Daleville, Mississippi	
Mrs. Cathy C. Caldwell	Route 4, Box 67	Meridian, Mississippi	
Wallace Covington	Route 4, Box 30	Meridian, Mississippi	

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

3. The domicile is at Route 1, Box 244B Bailey Mississippi
(Street and No.) (City) (State)

4. (~~Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, as authorized by the provisions of Section 5810 of the Mississippi Revised Code of 1942 and amendments thereto~~)

The corporation is a non-profit corporation and no shares of stock are to be issued. The corporation is created and shall act as a religious society. Authorized by House Bill No. 1335, Laws of 1968, 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 bring the members and invited guests of members together for religious activities for their mutual satisfaction, advantage and benefit, and to promote religious activities;
- To develop, own, improve and maintain real estate with one or more church buildings and one or more homes for one or more ministers or pastors and their families, and other necessary and desired real estate with buildings and other improvements, and facilities incident thereto for the benefit of members and the invited guests of members;
- To buy, acquire, own, sell, lease and release real and personal property reasonably necessary to accomplish the purposes set out herein; and to rent or lease to and to rent or lease from, other religious societies and churches, and others, real and personal property;
- To lend or make donations of real or personal property or money to any denomination or non-denomination churches, religious groups, religious organizations or religious societies;
- To borrow money and secure the repayment of same by making all types of notes, deeds of trust and other instruments of indebtedness and instruments of security including the encumbering of any part or all of the real and personal property of the corporation;
- To sue and be sued, complain and defend in its corporate name, in all courts and before all tribunals;
- To adopt a seal which shall be impressed upon the by-laws at the place designated therefor and which shall be impressed upon other documents and instruments of the corporation as may be desired;

- H. To adopt by-laws to govern and regulate the internal affairs of the corporation including the title of the offices to be filled by election of the members and the fixing of the number of directors of the corporation, including but not limited to the duties and qualifications of persons elected to such offices and the terms thereof; together with any other matters and items which the members may desire to include in said by-laws which do not violate this charter or the laws of the State of Mississippi;
- I. To set and determine the qualifications for membership in this corporation and to levy and enforce the collection of assessments against the members as distinguished from dues as may be provided in said by-laws;
- J. To invest and reinvest the funds of the corporation with discretion to take security therefor; and
- K. At the organizational meeting of this corporation the members may accept, if they determine so to do, this charter, and adopt by-laws for the corporation and elect officers and directors of the corporation and direct the recordation of this charter as required by law.

CERTIFIED COPY OF RESOLUTION OF BAILEY
CHURCH ASSOCIATION AUTHORIZING APPLICATION
FOR CHARTER AS NON-PROFIT CORPORATION

The undersigned, Mrs. Cathy C. Caldwell, who served as Secretary of the meeting of Bailey Church Association, held on November 9, 1968, hereby certifies that the following is a true and complete copy of the resolution which was unanimously adopted by those members present at such meeting, to-wit:

BE IT RESOLVED, by Bailey Church Association of Bailey, Mississippi, an unincorporated association, that there be applied for a charter for a non-profit corporation to be known as Bailey Church Association, Inc., and that W. T. Covington, Mrs. Cathy C. Caldwell, and Wallace Covington be, and they are hereby authorized, empowered, and directed on behalf of the association to serve as incorporators of such non-profit corporation and to execute all necessary papers including the Charter of Incorporation.

Witness the signatures of the Secretary and of W. T. Covington, who served as Chairman of said meeting, on this November 9, 1968.

Mrs. Cathy C. Caldwell, Secretary
Mrs. Cathy C. Caldwell, Secretary

W. T. Covington, Chairman
W. T. Covington, Chairman

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

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

Signatures:

W. T. Covington

W. T. Covington

Mrs. Cathy C. Caldwell

Mrs. Cathy C. Caldwell

Wallace Covington

Wallace Covington

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority W. T. Covington
Mrs. Cathy C. Caldwell, and Wallace Covington,

incorporators of the corporation known as the Bailey Church 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 November, 1968

Notary Public - My Commission Expires Jan 3, 1971

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 22 day of Nov
 A.D., 1968 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
 Attorney General for his opinion.

Heber L. Linder

Secretary of State

Jackson, Miss., November 26, 1968

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.

Joe T. Patterson

Attorney General

By

Maurice R. Black

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

CHRISTIAN 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 3rd day of December A. D., 1968.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED BY MEMBERS
OF
CHRISTIAN SERVICE, AN UNINCORPORATED ASSOCIATION,
DIRECTING INCORPORATION

I, SISTER MARY CYRENA, Secretary of Christian Service, an unincorporated association, do hereby certify that the following is a true and correct copy of the Resolution unanimously adopted by the members of said Association on motion duly made and seconded at a special meeting of said Association held on the 1st day of October, 1968, at 621 East Main Street, in the City of West Point, County of Clay, State of Mississippi, at which all members of said Association were present:

BE IT RESOLVED, That the purposes of the Association can be better fulfilled under a corporate form of existence, therefore, Joseph Dean, Sister Mary Noel, and Lou McNeil are hereby designated incorporators of a nonprofit corporation to be formed under the laws of the State of Mississippi, to accomplish the aims of this Association. The incorporators are authorized and directed to prepare, execute and submit a Charter of Incorporation to the Secretary of State of the State of Mississippi, and to determine the contents thereof, and to do all things necessary and proper to the proper incorporation of this body.

WITNESS MY SIGNATURE as Secretary of said Association, this 1st day of October, 1968.

SISTER MARY CYRENA

THE CHARTER OF INCORPORATION
OF
CHRISTIAN SERVICE, INCORPORATED

1. The corporate title of said Company is CHRISTIAN SERVICE, INCORPORATED.
2. The name of the incorporators are:

Name	No. & Street	City	State
Joseph Dean	617 East Main St.	West Point,	Miss.
Sister Mary Noel, RSM	524 Converse Drive	West Point,	Miss.
Lou McNeill	108 South James St.	Aberdeen,	Miss.

all of whom are adult resident citizens of Mississippi.

-
3. The domicile is at 621 East Main Street, West Point, Mississippi.
 4. The Corporation is a nonprofit, charitable, medical and educational association; 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, subject to the foregoing rights and powers of this Corporation, are:
 - (1) To provide nursing services, especially in the home;
 - (2) To teach child care, hygiene, diet balance, first aid, care of the sick, aged and infirm,

and to teach other related matters in the homes of those in need of such services and instruction, and elsewhere, as necessary and proper to encourage dissemination and application of such aforesaid family health care knowledge;

- (3) To provide remedial education for handicapped and culturally deprived children;
- (4) To provide psychiatric nursing care and counselling;
- (5) To sue and be sued, complain and defend, in its corporate name;
- (6) To have a corporate seal, a facsimile of which shall be impressed upon the Bylaws of the Corporation at a point designated therefor and to use same as provided in the Bylaws;
- (7) To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use real or personal property or any interest therein, wherever situated;
- (8) To sell, convey, mortgage, execute deeds of trust upon, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
- (9) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold,

vote, use, employ, sell, mortgage, pledge, or otherwise dispose of shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or the State of Mississippi, or any other state, or any political subdivision thereof, or governmental district or municipality or of any instrumentality thereof; provided, however, that this section shall not be construed to grant to any corporation the power to create unlawful monopolies, trusts or combinations in restraint of trade in violation of the laws of this state;

- (10) To make contracts and incur liabilities, borrow money at such rates of interest, not contrary to law, as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;
- (11) To invest and reinvest its funds for its corporate purposes, and to take, hold, and dispose of real and personal property as security for the payment of funds so invested;
- (12) To elect officials, appoint agents and hire employees of the Corporation, not contrary to law and the provisions of

this Charter, and define their duties and fix their compensation, if any, for services actually rendered to the Corporation;

- (13) To make and alter Bylaws by majority vote of the members 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 and for the determination of qualifications for membership;
- (14) To make donations for the public welfare or for charitable, scientific or educational purposes; and in the time of war to make donations in aid of war activities;
- (15) To cease its corporate activities and surrender its corporate franchise;
- (16) The Bylaws shall provide, among other things, for the qualifications of persons to be members of the corporation, what may constitute forfeiture of membership in addition to nonpayment of dues, if any, the duties and responsibilities of the officers and directors of the Corporation and their respective terms of office, and the qualifications of persons who may be elected officers and directors of the Corporation;

- (17) No part of the assets of this Corporation shall inure to the benefit of the individual members thereof, unless such member be a tax exempt educational association as hereinafter set forth;
- (18) Prior to dissolution of this Corporation all of the net assets of the Corporation shall be distributed to one or more educational institutions, associations, or corporations, exempt from taxation under Section 501(c) (3) of the present Internal Revenue Code or the then existing counterpart thereof. Should there be no such existing counterpart of said sub-section then existing, distribution shall be made to some organization or organizations which meets the criteria now established by said sub-section.
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.

Joseph Dean

 JOSEPH DEAN

Sister Mary Noel

 SISTER MARY NOEL RSM

Lou McNeil

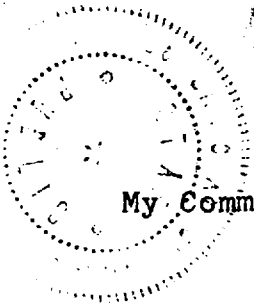
 LOU McNEIL

INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF Clay

This day personally appeared before me, the undersigned authority, JOSEPH DEAN, SISTER MARY NOEL, and LOU MCNEIL, incorporators of the Corporation known as CHRISTIAN SERVICE, INCORPORATED, who each acknowledged to me that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 1st day of Oct., 1968.



P. J. Noble, Jr.
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Aug. 7, 1969

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

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 3, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL.

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BROOKHAVEN COUNTRY 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 December A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF BROOKHAVEN COUNTRY 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 members of Brookhaven Country Club
an unincorporated association of individuals, that it is to the
best interests of this association that it be forthwith incorporated
as a nonprofit corporation under the laws of the State of
Mississippi applicable thereto and that Jasper V. Phillips,
Claude E. Golay and Fred W. Smith, Jr. are elected, appointed,
designated and authorized to act as incorporators in applying
for a charter of this association to be named Brookhaven
Country 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 association as may be
necessary so to do.

C E R T I F I C A T E

I, Claude E. Golay, do hereby certify that I am the
duly elected, qualified and acting Secretary of the above named
unincorporated association of individuals, and that the fore-
going is a true and correct copy of a Resolution duly and
properly adopted at a meeting thereof held on the 21st day
of November, 1968, at Brookhaven, Mississippi, at which a
majority of the members were present, and said meeting was
duly and properly called and held.

Witness my signature, this the 21st day of November, 1968.


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 corporate title of said company is: Brookhaven Country 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
Jasper V. Phillips	601 Storm Avenue	Brookhaven,	Miss.39601
Claude E. Golay	Hillcrest Drive	Brookhaven,	Miss.39601
Dr. Fred W. Smith, Jr.	Wesson Road	Brookhaven,	Miss.39601

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

3. The domicile is at 601 Storm Avenue, Brookhaven, Mississippi 39601
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of ~~Section 5300 of the Revised Code of Mississippi of 1942 and amendments thereto~~ Section 5300 of the Revised Code of Mississippi of 1968 and amendments thereto House Bill No. 1335, Laws of Mississippi of 1968.

This Corporation shall be a non-profit, social, health and recreational club operated exclusively for pleasure, recreation and other non-profitable purposes; shall issue no shares of stock and shall divide no dividends or profits among its members.

5. Period of existence shall be perpetual.

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

The purpose for which it is created is to own and operate a country club; to own and operate a gymnasium, golf links, tennis courts, and any and all other out door sports and games; and to promote all healthful recreations and exercises for the pleasure, recreation, amusement and health of its members, their families and friends, but not for profit, either directly or indirectly. For all purposes convenient or necessary in the exercise of these powers, the said corporation shall have a right to buy and sell lands and build and erect thereon club houses and other improvements suitable and proper for the above purposes.

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

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

Signatures: _____

Jasper V. Phillips

Claude E. Golay

Dr. Fred W. Smith, Jr.

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lincoln

This day personally appeared before me, the undersigned authority Jasper V. Phillips,
Claude E. Golay, Dr. Fred W. Smith, Jr.

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 25 day of November, 1968

My Commission Expires June 20, 1970

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 26 day of Nov.
A.D., 1968, 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., November 26, 1968

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

Assistant Attorney General

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

State of Mississippi



EXECUTIVE

OFFICE

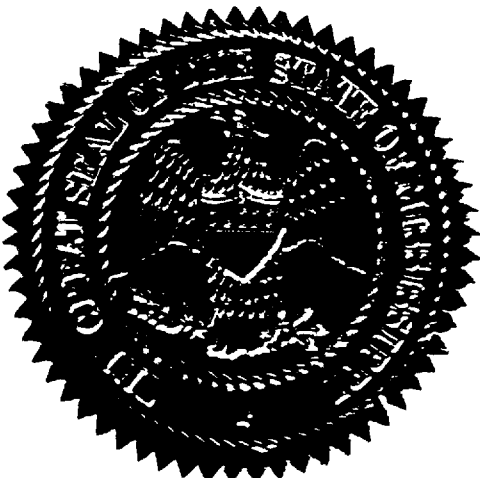
JACKSON

The within and foregoing Charter of Incorporation of

THE ROYAL COURTS OF CHRIST FELLOWSHIP, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 4th day of December A. D., 1968.



John B. McEwen
Governor

By the Governor

Heber Ladner
Secretary of State

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

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

THE CHARTER OF INCORPORATION OF

THE ROYAL COURTS OF CHRIST FELLOWSHIP

1. The corporate title of said company is: The Royal Courts of Christ Fellowship, Inc.

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

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

Name	Street & No.	City	State
Rev. Mary L. Parham	P.O. Box 85	Oakland	Miss.
Mr. Henry Sheegog	Route 2	Enid	Miss.
Mrs. Wanda C. Barnes	158 N. Pleasant St.	Charleston	Miss.
Mrs. Virginia Parham	428 Dorthy	Charleston	Miss.

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

3. The domicile is at P.O. Box 85, Mill Road, Oakland, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of ~~Section 501(c)(3) of the Internal Revenue Code of 1954~~ Section 501(c)(3) of the Internal Revenue Code of 1954 as amended by the Act of House Bill 1335 Regular Session 1968 Mississippi Legislature.)

This corporation shall be a non-profit charitable organization. It is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer, or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the charitable, educational, and benevolent purposes of the corporation.

5. Period of existence shall be perpetual.

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

The general nature of the objects and purposes of this corporation shall be: to operate exclusively for religious, charitable, and educational purposes, including, for such purposes, the borrowing or raising of money; the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); to promote and advance the welfare of the residents of the community through community service and civic action; to assist public and private agencies which seek to promote and preserve the welfare of the neighborhood and its inhabitants; to provide stimulation, incentive, and services to combat poverty in such areas as housing, health, education, employment, and economic security.

The foregoing statement of corporate purposes shall be construed as a statement of both purposes and powers, and not as restricting or limiting in any way the general powers of this corporation, or their exercise and enjoyment, as they are expressly or impliedly granted by the laws of the State of Mississippi.

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

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

Signatures:

Mrs. Mary L. Parham
Mr. Henry Sheegog
Mrs. Wanda C. Barnes
Mrs. Virginia Parham

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Yalobusha

This day personally appeared before me, the undersigned authority

Rev. Mary L. Parham, Mr. Henry Sheegog, Mrs. Wanda C. Barnes
Mrs. Virginia Parham

incorporators of the corporation known as the ROYAL COURTS OF CHRIST FELLOWSHIP

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 27th day of November, 1968

Wm. H. Callaway

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 2 day of Dec
 A.D., 1968 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
 Secretary of State

Jackson, Miss., December 3, 1968

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.

Joe T. Patterson
 Attorney General
 By Maurice R. Black
 Assistant Attorney General

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

ADDITION TO THE CHARTER OF INCORPORATION OF
THE ROYAL COURTS OF CHRIST FELLOWSHIP



This addition is to certify affirmatively that the duly authorized incorporators of the above named unincorporated association, who are Rev. Mary L. Parham, Mr. Henry Sheegog, Mrs. Wanda C. Barnes, and Mrs. Virginia Parham, are each and every one adult resident citizens above the age of twenty one of the United States and of the State of Mississippi.

C E R T I F I C A T E

I, Virginia Parham, 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 statement.

Witness my signature, this the 2 day of December, 1968.

Virginia Parham
VIRGINIA PARHAM
SECRETARY

Sworn to and subscribed before
me, on this the 2 day of
December, 1968.

J. W. Turner Secretary Clerk by
Edith Sheegog, O. P.

My Commission Expires Jan. 3 1971

RESOLUTION OF ROYAL COURTS OF CHRIST FELLOWSHIP
 AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING
 THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND
 AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION
 NECESSARY TO DO SO.

BE IT RESOLVED by the members of Royal Courts of Christ Fellowship an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Rev. Mary L. Parham, Mr. Henry Sheegog, Mrs. Wanda C. Barnes, and Mrs. Virginia Parham are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Royal Courts of Christ Fellowship, Incorporated; that they are fully empowered to do and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

C E R T I F I C A T E

I, VIRGINIA PARHAM, 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 _____ day of _____, 1968, 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 11th day of January, 1968.

 SECRETARY

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BRIGHTS WATER ASSOCIATION, INC.

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 4th day of December, 1968.*

John Bell Williams

Governor.

Attest:

Heber Ladner

Secretary of State.

RESOLUTION AUTHORIZING AMENDMENT TO ARTICLES OF INCORPORATION

WHEREAS, Brights Water Association, Inc. desires to amend its Charter of Incorporation to provide for ownership and operation of a rural sewage treatment system.

THEREFORE, BE IT RESOLVED BY BRIGHTS WATER ASSOCIATION, INC. THAT SECTIONS 4 AND 6 OF THE ARTICLES OF INCORPORATION BE AMENDED AS FOLLOWS:

SECTION 4: This corporation is a non-profit corporation and no shares of stock shall be issued.

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

- A. To own and operate a rural water system, and a sewage disposal service.
- B. To associate its members together for their mutual benefit and to further the rehabilitation of said members and to that end to construct, maintain and operate a private water system for the -supplying of 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 mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of the water system; and to construct, maintain, acquire and operate a private system for the collection, transmission, treatment or disposal of sewage or otherwise operating a sewage disposal system.

- C. 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.
- D. To acquire and to hold on and exercise all rights of ownership in and to sell, transfer and pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or association engaged in any related activities.
- E. To buy, lease, hold and exercise all privileges of membership 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.
- F. To establish, reserves and to invest the funds thereof in stocks, bonds or other property as the board of trustees may deem satisfactory.
- G. To levy assessments in such manner and in such amounts as may be provided in the by-laws of this corporation.
- H. To have and exercise all powers, privileges and rights conferred upon non-profit corporations by the Laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this corporation is formed except such as are inconsistent with the express provisions of the act under which this non-profit corporation is incorporated.

That the officers are authorized to apply to the Secretary of the State of Mississippi for this Amendment to the Articles of Incorporation.

Adopted this 26 day of November, 1968.

CERTIFICATE OF SECRETARY

I, Mrs. Wayne Anderson, Secretary of Brights Water Association, Inc., in DeSoto County, Mississippi, certify the above and foregoing is a true and correct copy of the resolution adopted by the Association the date therein specified as it appears in the minutes of the Association.

Certified to this November 28, 1968.

Mrs. Wayne Anderson
Secretary

ARTICLES OF AMENDMENT

TO

THE ARTICLES OF INCORPORATION

OF

BRIGHTS WATER ASSOCIATION, INC.

Pursuant to the provisions of Section 150 of Chapter 235 of the Laws of Mississippi of 1962 (being Section 5323 Mississippi Code of 1942, recompiled,) the undersigned non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of this corporation is Brights Water Association, Inc.

SECOND: The following Amendment to Sections 4 and 6 of the Articles of Incorporation was adopted by the members of the Association on November 26, 1968 in the manner prescribed by Law:

SECTION 4: This corporation is a non-profit corporation and no shares of stock shall be issued.

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

A. To own and operate a rural water system, and a ^{rural}/sewage disposal service.

B. To associate its members together for their mutual benefit and to further the rehabilitation of said members and to that end to construct, maintain and operate a private ^{rural}/water system for the supplying of 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 mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of the ^{rural} water system; and to construct, maintain, acquire and operate a private system for the collection, transmission, treatment or disposal of sewage or otherwise operating a ^{rural} sewage disposal system.

C. 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.

D. To acquire and to hold, own and exercise all rights of ownership in, and to sell, transfer and pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or association engaged in any related activities.

E. To buy, lease, hold and exercise all privileges of membership 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.

F. To establish, reserves and to invest the funds thereof in stocks, bonds or other property as the board of trustees may deem satisfactory.

G. To levy assessments in such manner and in such amounts as may be provided in the by-laws of this corporation.

H. To have and exercise all powers, privileges and rights conferred upon non-profit corporations by the Laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this corporation is formed except such as are inconsistent with the express provisions of the act under which this non-profit corporation is incorporated.

Dated November 26, 1968.

BRIGHTS WATER ASSOCIATION, INC.

By Wayne Anderson
President

ATTEST:

Mrs. Wayne Anderson
Secretary

STATE OF MISSISSIPPI

COUNTY OF DESOTO

I, the undersigned Notary Public, do hereby certify that on this 26 day of November, 1968, personally appeared before me, Wayne Anderson, who being by me first duly sworn declared that he is the President of Brights Water Association, Inc., and that he executed the foregoing document for and on behalf of Brights Water Association, Inc., and that the statements therein contained are true.

Given under my hand and official seal this 26 day of November, 1968.



My Commission Expires:

My Commission Expires January 30, 1972

Mildred E. Garner
Notary Public

Received at the office of the Secretary of State, this the 2 day of Dec

A. D., 1968 together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 2, 1968

I have examined ~~this~~ these amendments 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.

Joe T. Patterson
ATTORNEY GENERAL.

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

KOLOLA SPRINGS 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 5th day of December A. D., 1968.



John Lee Williams

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION

WHEREAS, the Kolola Springs Baptist Church of Lowndes County, Mississippi, is an unincorporated religious organization; and

WHEREAS, said unincorporated association is authorized to be incorporated under the laws of the State of Mississippi; and

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

NOW, THEREFORE, BE IT RESOLVED, that Robert Donald Simpson, Floyd E. Griffin, and Elzie R. Murphy, be and they are authorized and directed to obtain a Charter of Incorporation for said organization under the laws of the State of Mississippi as a non-share and non-profit religious corporation.

RESOLVED, that Robert Donald Simpson, Floyd E. Griffin, and Elzie R. Murphy, be and they are hereby authorized, empowered, and directed to do all things necessary to accomplish the purpose of this resolution.

.....

STATE OF MISSISSIPPI)
COUNTY OF LOWNDES)

Personally appeared before me, the undersigned authority in and for said county and state, Miss Dalannis Bishop, who being by me first duly sworn, on oath stated that she is the duly qualified, elected, and acting secretary of the unincorporated religious society known as the Kolola Springs Baptist Church of Lowndes County, Mississippi. The post office address of said society is Route 2, Caledonia, Mississippi and that as such secretary she is the custodian and keeper of its books. Further that the above and foregoing is a true and correct copy of the resolution duly made, recorded, and passed at a regular meeting of said organization held on the 13th day of November, A. D., 1968.

Miss Dalannis Bishop
Miss Dalannis Bishop

Sworn to and subscribed before me, this 24 day of November, 1968.

Rachel G. McRae
Notary Public

(SEAL)

My commission expires: 7-2-71

THE CHARTER OF INCORPORATION
OF
KOLOLA SPRINGS BAPTIST CHURCH, INC.

I.

The corporate title of said corporation is the KOLOLA SPRINGS
BAPTIST CHURCH, INC.

II.

The names of the incorporators are:

ROBERT DONALD SIMPSON	Southgate Trailer Park, Lot 8 Columbus Air Force Base Columbus, Mississippi 39701
-----------------------	---

FLOYD E. GRIFFIN	Route 2 Caledonia, Mississippi 39740
------------------	---

ELZIE R. MURPHY	Route 2 Caledonia, Mississippi 39740
-----------------	---

all of whom are adult resident citizens of Lowndes County, State of Mississippi who are duly authorized by the organization to apply for the Charter by resolution passed and entered on its minutes as shown by copy of its resolution attached. The said incorporators have no street address.

III.

The domicile is: Route 2, Caledonia, Mississippi.

IV.

AMOUNT OF CAPITAL STOCK AND PARTICULARS AS TO
CLASS OR CLASSES:

This corporation is organized without capital stock and is to issue no shares and is not to engage in business for profit but it shall be a non-profit, non-share corporation. This corporation shall not be required

to make publication of its charter, shall issue no shares of stock, and shall divide no dividend among its membership. Each member shall have the right to one vote in the election of all officers and in determining all issues that are presented to the church. The decision of the majority of the members present and voting shall be final on all business presented to the church. The church shall have absolute autonomy and shall not be required to be governed by the opinion, edict, custom, tradition, or decision of any association, convention, board, agency, or ecclesiastical hierarchy and shall support programs of the Baptist Convention and others only so long as the majority of the membership shall so vote. The loss of membership by death, or otherwise, terminates all interest of such members in the corporate assets and there shall be no individual liability against members for corporate debts, but the entire corporate property shall be liable for claims of creditors.

V.

Number of shares for each class and par value thereof:

None.

VI.

The period of existence is perpetual.

VII.

The purpose for which it is created:

A. To acquire by purchase, lease, or otherwise, property, both real and personal, for the purpose of operating a church or religious society including without limiting the generality of the foregoing, to the acquisition and maintenance of a church building for Sunday School and Church worship, and a parsonage for the use of its Pastor.

B. To take such action as may be necessary or proper as a church in missionary activities of the church in accordance with the New Testament.

C. As a christian institution to carry on a work of benevolence in the community.

D. The rights and powers that may be exercised by said corporation in addition to the foregoing are limited to those rights and powers reasonably necessary to accomplish the above purposes.

VIII.

Number of shares of each class to be paid for before the corporation may begin business:

None: A non-share corporation.

Robert Donald Simpson

Robert Donald Simpson

Floyd E. Griffin

Floyd E. Griffin

Elsie R. Murphy

Elsie R. Murphy

STATE OF MISSISSIPPI)
)
COUNTY OF LOWNDES)

Personally appeared before me, the undersigned authority in and for said county and state, Robert Donald Simpson, Floyd E. Griffin, and Elsie R. Murphy, incorporators of Kolola Springs Baptist Church, Inc., who each acknowledged that they signed and delivered the foregoing instrument on the day and year therein mentioned as their own act and deed.

Given under my hand and official seal this 17 day of November,

A. D., 1968.

(SEAL)

Carl Duncan
NOTARY PUBLIC

My commission expires: Dec. 1, 1972

Received at the office of the Secretary of State, this the 2 day of Dec

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber L. Linder
SECRETARY OF STATE.

Jackson, Miss.,

December 4, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ST. PAUL METHODIST CHURCH, INDEPENDENT, INC.

is hereby 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 December A. D., 1968.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

CHARTER OF INCORPORATION

ST. PAUL METHODIST CHURCH, INDEPENDENT, INC.

Jackson, Mississippi

I.

The corporate title of said company is ST. PAUL METHODIST CHURCH, INDEPENDENT, INC.

II.

The names and post office addresses of the incorporators are:

L. S. Pilgrim, 1375 Morson Road, Jackson, Mississippi; Ralph Mitchell, Rt. 1, Box 202, Jackson, Mississippi; and V. D. King, 4401 Welota Drive, Jackson, Mississippi. All of the above named incorporators are bona fide, adult, resident citizens of the State of Mississippi.

III.

The domicile of the Corporation is 1502 Grand Avenue, Jackson, Mississippi.

IV.

This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a religious corporation under the provisions of HB 1335 of 1968 Regular Session of Mississippi Legislature.

This organization is chartered for the purpose of divine worship of God and His Son, Jesus Christ, and for the purpose among other things but not limited to, of preserving, teaching and perpetuating the doctrine and faith of John Wesley, the founder of historical Methodism. Buildings erected and maintained by this corporation shall be for the Worship of God and His Son, Jesus Christ, for training in Christian faith and conduct, for Christian social intercourse and schools for the instruction of the youth, and to acquire, to build and maintain residences for the use and occupancy of it's ministers.

V.

Period of existence shall be perpetual.

VI.

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

(1) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

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

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

(4) To sue or be sued, complain and defend, in its corporate name.

(5) To make contracts 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.

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

(7) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or in any foreign country.

(8) To elect or appoint officers and agents of the corporation, who may be directors, trustees, or members, and define their duties and fix their compensation.

(9) To make and alter the constitution, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation; provided, however, the constitution may be amended only after 14 days written notice (mailed or otherwise delivered) to all members (eighteen years of age or over); and all

matters pertaining to changes, deletions or additions to the constitution shall require a quorum of not less than (20%) twenty percent of the members 18 years of age or over, and shall require a simple majority vote of those present and voting in favor of the proposal before same shall be adopted.

All matters pertaining to property rights, and affiliation with other organizations or denominations shall require a quorum of (40%) forty percent of the members of the church 18 years of age or older to be present, with a three-fourths majority of said quorum necessary for adoption.

(10) To Make donations for the public welfare or for charitable, scientific or educational purposes.

(11) To pay pensions and establish pension plans or pension trusts for any or all of its directors, officers or employees.

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

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

VII.

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

VIII.

This corporation after 14 days written notice by mail (or otherwise delivered) to its members may, by not less than forty percent of its members eighteen years of age or older, present, and by a (3/4) three fourth majority voting affirmatively in favor of so doing take, or hold in trust this or any other real or personal property for any other denomination or any other association of churches with which it might affiliate pursuant to the legal authority provided by law, the articles of incorporation, the constitution

and by-laws of this corporation.

IX.

Though it is intended that this corporation's existence shall be perpetual, in the event of dissolution or liquidation, all assets remaining after satisfaction of all obligations shall pass to religious organizations exempt under Section 501 (c) (3) of the Internal Revenue Code.

L. S. Pilgrim
L. S. Pilgrim

Ralph Mitchell
Ralph Mitchell

V. D. King
V. D. King

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, L. S. Pilgrim, Ralph Mitchell and V. D. King, incorporators of the Corporation known as St. Paul Methodist Church, Independent, Inc., who each acknowledged that they signed, executed and delivered the above and foregoing Articles of Incorporation as their act and deed on this the 2 day of December, 1968.

Lorraine Boggan
Notary Public

My Commission Expires:

10-21-82

Received at the Office of the Secretary of State, this the
14 day of Dec, 1968, A. D., together with the
sum of Twenty Dollars (\$20.00) deposited to us as recording fee, and re-
ferred to the Attorney General for his opinion.

Heber Lehn

Jackson, Mississippi, December 4, 1968.

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

Joe T. Patterson
Attorney General

BY: Maurice R. Black
Assistant Attorney General

Church Resolution Authorizing Incorporation

ST. PAUL METHODIST
1502 Grand Avenue
Jackson, Mississippi

Church, INDEPENDENT, INC.

Address

WHEREAS, the above named Church, by proper resolution has heretofore named, constituted and appointed L. S. Pilgrim, Ralph Mitchell,
V. D. King
and V. D. King
as its Trustees to manage and hold title to properties and other assets of the Church, and

WHEREAS, the membership of said Church, at a meeting duly called for said purpose, determined, decided and voted by resolution to incorporate said Church and issue building bonds for repairs and new construction through Church Building & Savings Association, and in order to accomplish said purpose, adopted the following resolution, to-wit:

"Be it resolved that the above named Trustees be and they are hereby duly named, constituted and appointed to act for said Church and in its behalf in whatever action may be necessary or desirable to incorporate said Church for religious Purposes; and they are, furthermore, authorized and empowered for and on behalf of the Church to act as incorporators, to enter into written agreements, contracts and covenants with Church Building & Savings Association, and any and all other persons or firms necessary to accomplish the issuance of a bond program to finance repairs and new construction, and to take any and all other steps as may be necessary or advisable to effect a corporation or for the purpose of issuing building bonds for repairs to said Church or for new construction. The named Trustees are, furthermore, authorized and empowered to hypothecate the properties of the Church or its assets, to enter into contracts, to issue bonds, make promissory notes, borrow money, or any other like matters which may be necessary or advisable for new church building construction or repair.

"Be it further resolved that the named Trustees shall continue in office with full authority herein granted until Successor Trustees have been duly and properly elected and qualified.

"Be it further resolved that the Church be bound by this resolution and the acts of its Trustees.

"This resolution adopted by the Church at a meeting duly called for said purpose on this the 9
day of October, 1968."

We, the undersigned Pastor and Secretary or Church Clerk of the above named Church, do hereby each certify that we hold the position opposite our names and further certify that the above and foregoing resolution was duly and properly adopted by the membership of said Church at a meeting called for said purpose on the 9 day of October, 1968. The above resolution appears on the official minutes of said Church.

WITNESS OUR SIGNATURES, this the 2 day of December, 1968.

Pastor

Secretary (or Clerk) Robert D. Frisbie

STATE OF MISSISSIPPICOUNTY OF HINDS

Sworn to and subscribed before me, this the 2 day of December, 1968.

Notary Public

My commission expires: 12 21 72



State of Mississippi



EXECUTIVE

OFFICE

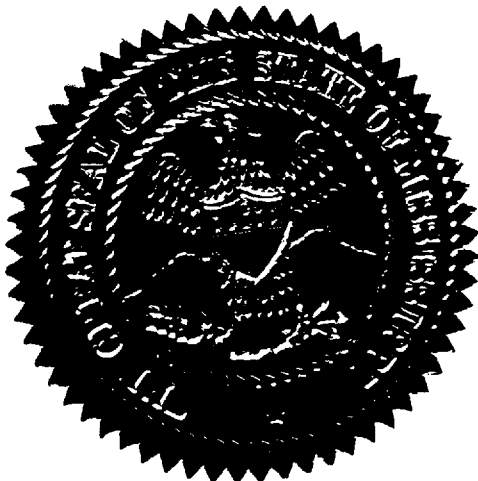
JACKSON

The within and foregoing Charter of Incorporation of

PEA RIDGE 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 4th day of December A. D., 1968.



John Lee Williams
Governor

By the Governor

Heber Ladner

Secretary of State

MINUTES OF MEETING
OF
PEA RIDGE WATER ASSOCIATION

Be it remembered that on this the 14th day of May, 1968, at 7:30 o'clock P. M., a meeting of members of the Pea Ridge Water Association, an unincorporated association in the Pea Ridge Community of Grenada and Tallahatchie Counties, Mississippi, was held pursuant to a Waiver of Notice.

James W. Adams acted as Chairman and Mack O. Mitchell acted as Secretary of the meeting, and the Waiver of Notice, duly signed, was exhibited and ordered made a part of the minutes.

Mr. Adams called the attention of the group to the fact that in order to obtain a loan for the construction of a water system, among other things it was necessary that the Association become incorporated as a non-profit corporation under the laws of the State of Mississippi. After a discussion of the matter, upon motion duly made, seconded and unanimously carried, James W. Adams, Mack O. Mitchell and Clinton Thomason were designated as incorporators and were directed to take the necessary action for and on behalf of the Association to execute the necessary application for a Charter of Incorporation and to apply to the Secretary of State for a Charter of Incorporation.

There being no further business, the meeting was adjourned.

James W. Adams
Chairman

Attest:

Mack O. Mitchell

Certified as a true copy of the foregoing resolution, on this the

22 day of November, 1968.

Mark O. Mitchell
Secretary

THE CHARTER OF INCORPORATION
OF
PEA RIDGE WATER ASSOCIATION, INC.

I.

The Corporate title of said company is "PEA RIDGE WATER
ASSOCIATION, INC. ".

II.

The names of the incorporators are:

NAME	STREET & NO.	CITY	STATE
James W. Adams	Route 1	Scobey	Mississippi
Mack O. Mitchell	Route 1	Scobey	Mississippi
Clinton Thomason	Star Route 1	Grenada	Mississippi

That each of these incorporators are adult resident citizens of
the State of Mississippi; and that a copy of the resolution of the existing
association authorizing, directing and empowering the incorporators to
make application for a grant of the charter, is hereto attached.

III.

The domicile of the corporation is at:

Pea Ridge Community
Grenada-Tallahatchie Counties
Route 1
Scobey, Mississippi

But the Corporation may maintain offices and places of business
at such other places within the State of Mississippi as the Board of Directors
may determine.

IV.

Section 1. This Corporation is a non-profit corporation and no
shares of stock shall be issued, and said corporation is the type
corporation as authorized by the provisions of House Bill No. 1335,
Regular Legislative Session, 1968, of the State of Mississippi,
and is organized pursuant thereto. The Corporation is created
to acquire, own, operate, and maintain a rural waterworks system .

Section 2. Under the terms and conditions prescribed by its By-Laws, this corporation shall admit as members only such persons as are bona fide occupants of farmsteads or rural residences having a reasonable accessibility to the sources of, and who are in need of having water supplied for domestic, livestock and garden purposes, from the water system constructed, maintained and operated by the corporation, but the corporation shall not be required to admit members if the capacity of its water system is exhausted by the needs of its existing members and all such other persons to whom it has been supplying water.

Section 3. The membership fee in this corporation shall be fixed and determined by its By-Laws. The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only. There shall be no voting by proxy. New members upon their admission in this corporation shall be entitled to one vote and to share in the property of the corporation equally with the old members. When a member has paid his membership fee in full, he shall receive a certificate of membership. Assessments against members and a determination of their liabilities shall be fixed by the By-Laws of the corporation.

Section 4. This corporation is organized on a non-profit basis for the mutual benefit and rehabilitation of its members. After all expenses of the corporation have been paid and reasonable reserves, as determined by the Board of Directors, set aside, the net earnings of the corporation shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the system and property of the corporation and for such other purposes as the Board of Directors may determine to be for the best interests of the corporation.

V.

The period of existence of this Corporation 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 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 rural private water system for the supplying of 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.

b. To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.

c. To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds, or become a member or a stockholder or any corporation or association engaged in any related activities.

d. To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto.

e. To establish reserves and to invest the funds thereof in stock, bonds and other property as the Board of Directors may deem satisfactory.

f. To levy assessments in such manner and such amount as may be provided in the By-Laws of this corporation.

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

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

VII.

This Corporation shall not be required to make publication of its charter; shall issue no shares of stock; shall divide no dividends or profits among its members; shall make expulsion the only remedy for the non-payment of dues; shall vest in each member the right to one 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, the incorporators, have hereunto set our hands and seals, this the 22nd day of November, 1968.

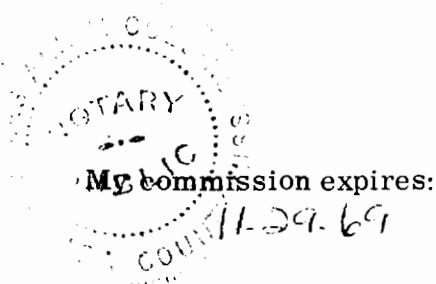
INCORPORATORS

(James W. Adams
James W. Adams
(
(Mack O. Mitchell
Mack O. Mitchell
(
(Clinton Thomason
Clinton Thomason
(

STATE OF MISSISSIPPI)
:
COUNTY OF GRENADA)

This day personally appeared before me, the undersigned authority at law in and for said State and County, JAMES W. ADAMS, MACK O. MITCHELL and CLINTON THOMASON, incorporators of the Corporation known as the Pea Ridge Water Association, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed, on this the 22nd day of November, 1968.

Wm. C. M. Gamm
Notary Public



Received at the office of the Secretary of State, this the 2 day of Dec, A.D., 1968, together with the sum of \$20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Heber Ladner
Secretary of State

I have examined this charter of incorporation and am of the
opinion that it does not violate the Constitution and Laws of
this State, or of the United States.

Joe T. Patterson
Attorney General

By Maurice R. Black
assistant attorney-general

.....

State of Mississippi



EXECUTIVE

OFFICE

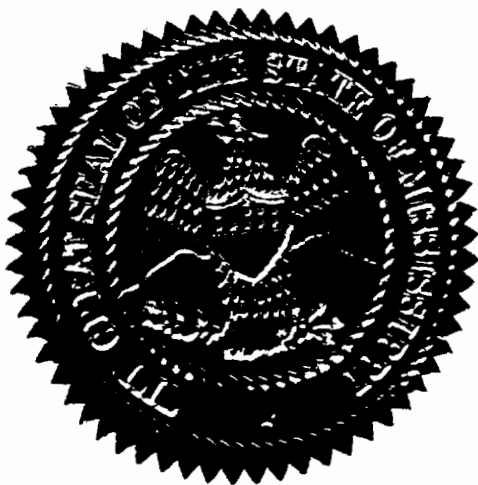
JACKSON

The within and foregoing Charter of Incorporation of

POPE AND ADJACENT COMMUNITY DEVELOPMENT CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 4th day of December A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF THE MEMBERS OF THE POPE AND ADJACENT
COMMUNITY DEVELOPMENT CLUB, AUTHORIZING THREE
MEMBERS TO MAKE APPLICATION FOR A CHARTER.

BE IT REMEMBERED that on this the 8th day of October, 1968, there was held a meeting of the members of the Pope and Adjacent Community Development Club of Pope, Panola County, Mississippi, which meeting was duly called and held.

At said meeting the following resolution was offered by Elzia Morgan, a member of the Association, and was duly seconded and duly adopted, as follows, to-wit:

WHEREAS, the members of the Pope and Adjacent Community Development Club of Pope, Panola County, Mississippi, wish to associate themselves together for the purpose of forming a non-profit corporation, without capital stock, for the purpose of providing recreational and amusement facilities for the members of this Association.

Be it resolved that Bennie Farris Green, Route 1, Box 5-A, Courtland, Mississippi 38620; Bossie D. Shannon, Route 2, Box 73, Enid, Mississippi 38927, and Edgar McGee, Route 1, Box 56, Courtland, Mississippi 38620, are hereby authorized to make application for a Charter for a non-profit corporation, without capital stock, and the name of the corporation to be Pope and Adjacent Community Development Club, Inc.

Be it further resolved that Bennie Farris Green, Bossie D. Shannon and Edgar McGee be, and they are hereby authorized and directed to file with the Secretary of State of the State of Mississippi an application for the charter of the Association, to be operated under House Bill 1335 of the Laws of 1968 for the purposes aforesaid, and they shall attach to their said application a certified copy of this resolution.

For the adoption of this resolution the majority of all members of the Pope and Adjacent Community Development Club voted "Aye".

STATE OF MISSISSIPPI

COUNTY OF PANOLA

I, Eva Rudd, Secretary of the Pope and Adjacent Community Development Club of Pope, Panola County, Mississippi, do hereby certify that the foregoing page constitutes a true and correct copy of the resolution adopted by said Pope and Adjacent Community Development Club on the 8th day of October, 1968, as fully as the same appears on record in the minutes of the said Pope and Adjacent Community Development Club Association.

IN WITNESS WHEREOF, I have hereunto set my hand at Pope, Mississippi, this, the 8th day of October, A. D., 1968.

Eva Rudd Secretary
Secretary,
Pope and Adjacent Community
Development Club Association

ARTICLES OF INCORPORATION

THE CHARTER OF THE ASSOCIATION AND INCORPORATION OF
POPE AND ADJACENT COMMUNITY DEVELOPMENT CLUB

We, the undersigned, all of whom are adult residents^{CITIZENS} of the State of Mississippi, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation without capital stock, under the provisions of House Bill 1335 of the Laws of 1968.

ARTICLE I

The name of the Corporation shall be: Pope and Adjacent Community Development Club, Inc.

ARTICLE II

The names and post office addresses of the incorporators are:

<u>Name</u>	<u>Post Office Address:</u>
Bennie Farris Green	Route 1, Box 5-A, Courtland, Mississippi 38620
Bossie D. Shannon	Route 2, Box 73, Enid, Mississippi 38927
Edgar McGee	Route 1, Box 56, Courtland, Mississippi 38620

ARTICLE III

The domicile of the Corporation shall be: Pope, Mississippi in Panola County, where its principal office will be located.

ARTICLE IV

The Corporation shall be organized and operated under House Bill 1335 of the Laws of 1968 and shall be a civic improvement corporation.

ARTICLE V

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

ARTICLE V I

The period of existence of the Corporation shall be: Perpetual from and after the date of its incorporation.

ARTICLE VII

The purposes for which the Corporation is organized shall be: The construction, operation and maintenance of a lake, tennis courts, swimming pool, base ball fields, playgrounds, clubhouses, barbecue pits, and any or all other recreational facilities; to carry on the business of providing recreational facilities to individuals upon such terms and conditions as may be agreed to between members of the Club; and to provide recreational and amusement facilities for the members, which rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the Corporation.

ARTICLE VIII

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

WITNESS the signatures of the undersigned incorporators in duplicate, this the 14th day of October, A. D., 1968.

Beannie Farris Green
Bossie D. Shannon
Edgar McGee
 INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF PANOLA

This day personally appeared before me, the undersigned authority in and for said County and State, Beannie Farris Green, Bossie D. Shannon, and Edgar McGee, incorporators of the Corporation known as the Pope and Adjacent Community Development Club, who each acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed

on this, the 14th day of October, 1968.

Mrs. Dennis M. Baker

TITLE: Notary Public

MY COMMISSION EXPIRES: March 7, 1971.

Received at the Office of the Secretary of State, this the 18 day of October A. D., 1968, together with the sum of \$20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion:

Heber Ladner
SECRETARY OF STATE

JACKSON, MISSISSIPPI

~~December~~
OCTOBER 2, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

Maurice R. Black
ASSISTANT ATTORNEY GENERAL

State of Mississippi



EXECUTIVE

OFFICE

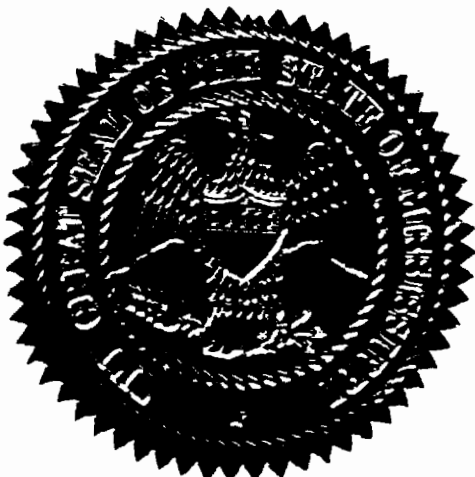
JACKSON

The within and foregoing Charter of Incorporation of

GULFPORT HARDWOOD CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 5th day of December A. D., 1968.



John Lee Kierland
Governor

By the Governor

Heber Ladner
Secretary of State

MINUTES OF THE REGULAR MEETING OF NOVEMBER 14, 1968.

The meeting was called to order by Ruffin Smith, President, and the minutes of the last meeting were read by Arthur M. Matthews, Sr. which were duly approved as read.

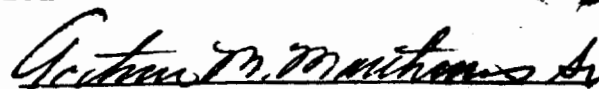
The need of a Charter of Incorporation from the State of Mississippi was brought up by the President, and on motion duly made to incorporate the Gulfport Hardwood Club, and to apply for a charter of incorporation was made by E. G. Simmons, seconded by Frank Bertucci. The motion was passed unanimously by the membership present; and Arthur M. Matthews, Sr., Ruffin Smith and E. G. Simmons were appointed as the representatives of the Club with authority to apply for said Charter.

Coach Bert Jenkins reviewed the personnel of his basketball squad and made announcement of the tournaments that would be held prior to Christmas of this Year; and although not boastful was confident that the members of the Gulfport High School Basketball Team would make a fine showing during the coming season.

A motion was duly made to have the personnel of the organization to contact as many people possible and to solicit membership into the Club as promptly as possible. The motion was duly seconded, and unanimously passed.

There being no further business to come before the Club, on motion made the meeting was duly adjourned.

I, ARTHUR M. MATTHEWS, Secretary and Treasurer of the GULFPORT HARDWOOD CLUB, do hereby certify that the above and foregoing is a true and correct copy of a resolution adopted at a general membership meeting of the Gulfport Hardwood Club held on the 14th day of November, 1968, as the same appears of record in the official minutes of the said Gulfport Hardwood Club.



ARTHUR M. MATTHEWS Sr.
Secretary and Treasurer

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

GULFPORT HARDWOOD CLUB, INC.

- The corporate title of said company is: Gulfport Hardwood Club, Inc.
- The names of the incorporators are: /listed below and each are adult resident citizens of Harrison County, Mississippi.
(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
------	--------------	------	-------

Ruffin P. Smith, 19 - 30th Street, Gulfport, Mississippi

Arthur M. Matthews, Sr., 16 - 53rd Street, Gulfport, Mississippi

E. G. Simmons, 810 Hardy Avenue, Gulfport, Mississippi

Each of the foregoing are adult bona fide residents of Harrison County, Mississippi.

- The domicile is at 1400 - 25th Avenue, Gulfport, Mississippi
(Street and No.) (City) (State)
- (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

The corporation will issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one (1) vote in the election of all officers, shall make expulsion the only remedy for the non-payment of dues, and shall make the loss of membership, by death or otherwise, the termination of all interest of such member in the corporate assets.

- 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 shall be to promote civic pride, good fellowship and public spirit among its members and the community; to aid and assist in the various athletic, and other programs sponsored by the Gulfport High School of Gulfport, Mississippi, its students and friends; to aid and assist the youth in said school system, or like system, with the view to better the welfare and to encourage good sportsmanship, school spirit and better athletics; to promote, or aid in the promotion, in conjunction with the school officials or as a body, so as to promote such athletic and school programs that are deemed advantageous to said school and community; to engage in lawful projects to produce capital, including assessment of nominal dues against the members to pay the incidental expenses of the projects and such equipment as it is deemed advisable for the participants in said programs at the school, and to receive and accept contributions and donations for said purposes and that such funds so accumulated or received to be expended for the purposes hereinabove set forth; to promote projects, or entertainment, so as to secure capital to pay the expenses that are incidental to said projects or entertainment and for the benefit of the programs for said school, or school system; and to do any and all things, not contrary to law, so as to accomplish the purposes hereinabove set forth, either for athletic programs or otherwise.

This Corporation is and shall act as a fraternal organization and as a civic improvement society.

The qualifications for membership shall be such as may be set out in the by-laws which may be amended, modified or replaced as provided by the by-laws.

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

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures:

RUFFIN P. SMITH

A. M. MATTHEWS, SR.

E. G. SIMMONS

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HARRISON

This day personally appeared before me, the undersigned authority Ruffin P. Smith,
A. M. Matthews, Sr., and E. G. Simmons,
 each of whom are adult bona fide residents of Harrison County, Mississippi and
 incorporators of the corporation known as the Gulfport Hardwood 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 22nd day of November, 1968

NOTARY PUBLIC

My Commission Expires Sept. 23, 1970

My Commission Expires:

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 25 day of Nov
 A.D., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
 Attorney General for his opinion.

Secretary of State

Jackson, Miss., December 3, 1968

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

Joe T. Patterson
 Attorney General

By Maurice R. Black
 Assistant Attorney General

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

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State of Mississippi

EXECUTIVE



OFFICE

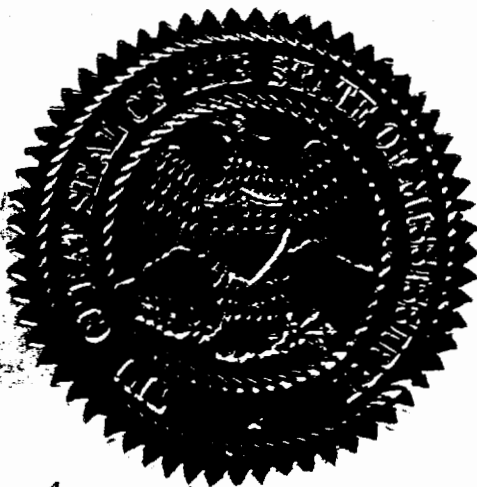
Jackson

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

BANK OF QUITMAN

QUITMAN, MISSISSIPPI

is hereby approved.



Attest:

Heber Ladner

Secretary of State.

In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 2nd day of December, 1968.

John Bell Williams
Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

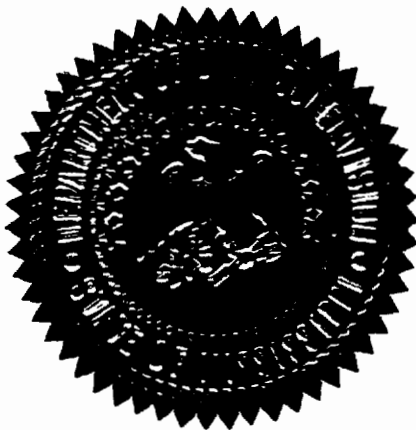
*The within and foregoing Amendment to the
Charter of Incorporation of* _____

BANK OF QUITMAN

QUITMAN, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this* 25th *day of*
November 19 68



Harve Steele

STATE COMPTROLLER.

A regular meeting of the Board of Directors of the Bank of Quitman was held in Quitman, Mississippi, at 4:00 o'clock P. M. on the 29th day of October, 1968, with the following directors present:

Sam P. Carter, John L. Hunter, Mrs. Mary T. Carter, Mrs. Alice C. Culpepper and G. G. Barry.


There being a quorum present the meeting proceeded to business. Sam P. Carter acting as Chairman and John L. Hunter acting as Secretary.

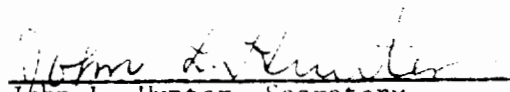
The matter of increasing the capital stock of the Bank of Quitman was fully discussed and motion made by G. G. Barry as follows:

That the stockholders be called in special meeting not later than November 14th, 1968, for the purpose of voting on the question of issuing \$50,000.00 additional stock as a stock dividend from earnings of current year.

Motion was seconded by John L. Hunter and unanimously passed.

There being no further business, the meeting adjourned.


Sam P. Carter, Chairman


John L. Hunter, Secretary

STATE OF MISSISSIPPI
COUNTY OF CLARKE

Personally appeared before me the undersigned Notary Public in and for the said County and State, Sam P. Carter, who being duly sworn says that he is President of the Bank of Quitman, Quitman, Mississippi, and that notice of the special meeting of stockholders of said bank to be held on November 14th, 1968, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten (10) days prior to said meeting to all stockholders of record entitled to act and vote at such meeting, at their respective addresses as shown on the books of the bank and that proxy forms were provided with each notice.


PRESIDENT

Subscribed and sworn to before me this the 14th day of November, 1968.


NOTARY PUBLIC

My Commission Expires: My Commission Expires March 19, 1971



BANK OF QUITMAN
QUITMAN, MISSISSIPPI

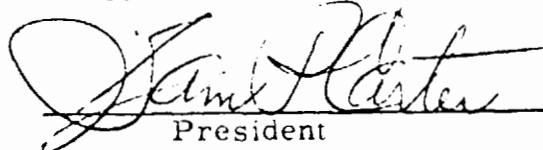
You are hereby notified that a special meeting of the stockholders of the Bank of Quitman, Quitman, Mississippi will be held in the banking house in Quitman, Mississippi at 10:00 o'clock A. M. on the 14th day of November, 1968 for the purpose of considering the voting on the following special matter to be submitted to the stockholders.

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

- (a). For an increase in common stock from \$75,000.00 to \$125,000.00 by the declaration and issuance, pro rata, to the holders of outstanding common stock of the bank of a dividend in the sum of \$50,000.00.

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

Thus done at Quitman, Mississippi, this the 29th day of October, 1968.


President

RESOLVED, That the common capital of the bank be increased \$50,000.00 or from \$75,000.00 to \$125,000.00 by the declaration and issuance, pro rata, to the holders of the outstanding common stock of the bank of a dividend in the sum of \$50,000.00 payable only in common stock of the bank to be accomplished by the issuance of 1,000 additional shares of common stock of the par value of \$50.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of two (2) additional shares of common stock for each three (3) shares of common stock standing in the name of the stockholders on the books of the bank as of November 1st, 1968, making the total capital of the bank \$125,000.00 all of which shall be common stock, such new shares to possess the same rights, privileges and immunities as the presently outstanding common stock and no other, and

That the Articles of Incorporation as amended be further amended by striking out Section 3 and inserting in lieu thereof a new Section 3 reading as follows:

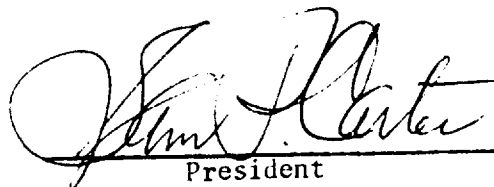
SECTION 3

"The Capital Stock of this bank shall be \$125,000.00 (One Hundred Twenty-five Thousand Dollars) divided into 2,500 (Two Thousand Five Hundred) shares of common stock of the par value of \$50.00 (Fifty Dollars) per share."

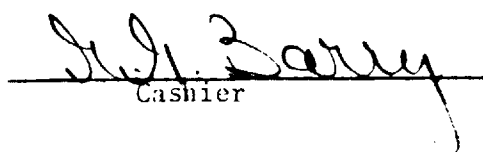
STATE OF MISSISSIPPI
COUNTY OF CLARKE

I, the undersigned President of the Bank of Quitman, Quitman, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the charter of the said bank as the same was duly adopted at a special meeting of the stockholders held on the 14th day of November, 1968, in accordance with by-laws of the bank, And I do further certify that the said resolution was adopted by a majority in amount of all outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of the Bank of Quitman, Quitman, Mississippi, this the 14th day of November, 1968.


President

ATTEST:


Cashier

Received at the office of the Secretary of State, this the 26 day of Nov

A. D., 1968, together with the sum of \$ 100⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

November 26, 1968

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.

Joe F. Patterson
ATTORNEY GENERAL

By W. H. Coleman
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BANK OF LEAKESVILLE

LEAKESVILLE, MISSISSIPPI

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 2nd day of December, 1968.*

Attest:

Heber Ladner

Secretary of State.

John Bell Nash
Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

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

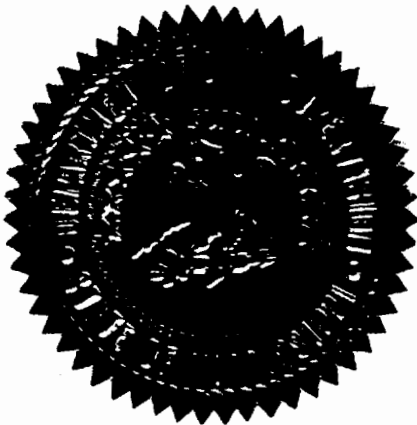
BANK OF LEAKESVILLE

LEAKESVILLE, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this* 25th *day of*

November 1968



[Signature]

STATE COMPTROLLER.

November 6, 1968

BE IT REMEMBERED that a called Board of Directors meeting was held on November 6, 1968 in the Board Room of the Bank of Leakesville at 2:00 o'clock P. M. The following Board and Advisory Directors were present: J. W. Backstrom, Jr., James W. Backstrom, A. J. Huff, S. C. Kennedy, Sr., B. B. Rounsaville, T. C. Rounsaville, T. C. Rounsaville, Jr., J. L. Taylor, S. J. Hillman, and O. G. Rounsaville, Sr.

The meeting was called to order by A. J. Huff, Chairman. The following resolution for amendment of Capital stock and amendment to the charter was adopted on motion by J. W. Backstrom, Jr. and seconded by S. C. Kennedy, Sr.

There being no further business, the meeting was adjourned on motion.


A. J. HUFF, Chairman


B. B. ROUNSAVILLE, Secretary

Be it resolved that the plan to increase the common stock of the Bank from \$80,000.00 to \$200,000.00 do be accomplished by the declaration and issuance pro-rata to the holders of outstanding common stock of the Bank, a stock dividend in the sum of \$80,000.00, by the issuance of 800 additional shares of common stock of the Bank, of a par value of \$100.00 per share, such shares to be issued and delivered to the holders of common stock of the Bank on the basis of one additional share of stock for each one share of stock outstanding in the name of the stockholder on the books of the Bank as of November 6, 1968, and also by the issuance and sale of \$40,000.00 in new or additional stock, making the total capital of the Bank \$200,000.00;

and

That the stock issued and/or sold pursuant to this resolution shall have and possess the same rights, privileges and immunities as the presently outstanding stock of the bank and no other; and

That the charter of incorporation of this Bank, as amended, be further amended by striking out and deleting Section 3-A of the original charter of incorporation, as amended, and inserting in lieu thereof the following:

"SECTION 3-A

The capital stock of this Bank shall be \$200,000.00, divided into 2,000 shares of the par value of \$100.00 per share."

Further resolved that this resolution be submitted to a vote at a special meeting of the stockholders of the Bank of Leakesville called and set for that purpose with written notice having been given setting forth the proposed amendment and a summary of the changes to be effected thereby, which notices have been given and made to each shareholder of record as provided by law.

Upon motion for the adoption of the resolution, duly seconded, the resolution was put to a roll call vote and all directors voted in favor of the resolution. Whereupon, the chairman declared the motion passed and the resolution unanimously passed and adopted.

TO THE STOCKHOLDERS
BANK OF LEAKESVILLE
LEAKESVILLE, MISSISSIPPI

You are hereby notified that a special meeting of the stockholders of the Bank of Leakesville will be held in the banking house in Leakesville, Mississippi, at 2:00 o'clock P. M. on the 6th day of November, 1968 for the purpose of considering and voting on the following special matter to be submitted to the stockholders.

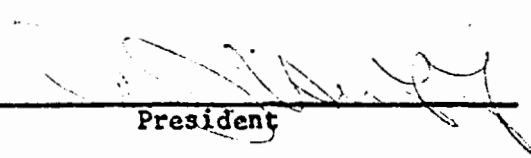
1. A resolution which has been prepared and which may be examined at any time during office hours prior to the aforesaid meeting, providing:

a) For an amendment to the Charter of Incorporation increasing the authorized common stock of the bank from \$80,000.00 to \$160,000.00 by the declaration and payment of a common stock dividend in the sum of \$80,000.00.

b) Consider the sale of \$40,000.00 new stock.

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

Thus done at Leakesville, Mississippi, this the 18th day of October, 1968.



President

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

.....
PROXY FOR USE AT SPECIAL STOCKHOLDERS' MEETING

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned stockholder in the Bank of Leakesville, Leakesville, Mississippi, do hereby nominate, constitute and appoint _____ or either of them my true and lawful attorney with power of substitution for me and in my name, place and stead to vote upon all of the stock of the said Bank of Leakesville standing in my name on the books of the bank at the meeting of stockholders thereof to be held at its banking house in Leakesville, Mississippi, at 2:00 o'clock P. M. on the 6th day of November, 1968, or any adjournment thereof, on any and all of the proposals contained in the Notice of the meeting of the stockholders of said bank, receipt of which notice is hereby acknowledged and the terms of which notice are hereby incorporated by reference into this proxy, with all the powers the undersigned would possess if present personally at said meeting, or any adjournment thereof, hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 1968.

Signature

WITNESS TO SIGNATURE:

Number of Shares: _____

STATE OF MISSISSIPPI
COUNTY OF GREENE

Personally appeared before me, the undersigned Notary Public in and for said County and State, A. J. Huff, who being duly sworn says that he is President of the Bank of Leakesville, Leakesville, Mississippi, and that notice of the special meeting of stockholders to be held on the 6th day of November, 1968, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting to all stockholders of record entitled to act and vote at such meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the inititied form of proxy hereto attac hed.



President

Subscribed and sworn to before me this 6th day of November, 1968.



Notary Public

(TO BE EXECUTED IN DUPLICATE)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

Bank of Leakesville

Pursuant to the provisions of Section 61 of the Mississippi Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation is The Bank of Leakesville

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on November 6 1968, in the manner prescribed by the Mississippi Business Corporation Act:

(Insert Amendment)

SECTION 3-A

The capital stock of this Bank shall be \$200,000.00, divided into 2,000 shares of the par value of \$100.00 per share.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 800; and the number of shares entitled to vote thereon was 800

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	(Note 1)	Number of Shares
Common		800

FIFTH: The number of shares voted for such amendment was 780.59; and the number of shares voted against such amendment was none.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

Class	(Note 1)	Number of Shares Voted	
		For	Against
Common		780.59	None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (Note 2)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital (expressed in dollars) as changed by such amendment, are as follows: (Note 2)

Increase capital stock of Bank from \$80,000.00 to \$200,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock by the Bank a stock dividend in the sum of \$80,000.00, to be accomplished by the issuance of 800 additional shares of common stock of a par value of \$100.00 per share, and the issuance and sale of \$40,000.00 in new or additional capital stock.

Dated November 6, 1968.

Bank of Leakesville
(Exact Corporate Title)
By [Signature]
Its President
By [Signature]
Its Secretary

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

STATE OF Mississippi }
COUNTY OF Greene } SS.

I, the undersigned, a notary public, do hereby certify that on this 18th day of November, 1968, personally appeared before me A. J. Huff, who, being by me first duly sworn, declared that he is the President of Bank of Leakesville, that he executed the foregoing document as the President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

My commission expires Jan. 29, 1969
(NOTARIAL SEAL)

Received at the office of the Secretary of State, this the 26 day of Nov.

A. D., 1968, together with the sum of \$ 240⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

November 26, 1968

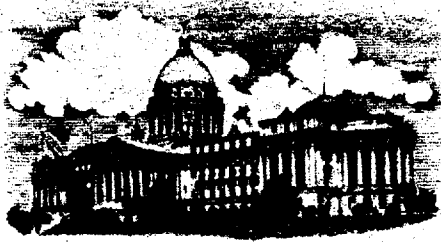
I have examined this Amendment to the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

Joe T. Patterson
ATTORNEY GENERAL

By W. W. Coleman
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

SENATOBIA BANK

SENATOBIA, MISSISSIPPI

is hereby approved.



Attest:

Heber Ladner

Secretary of State.

*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 4th day of December, 1968.*

John Bell Williams
Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

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

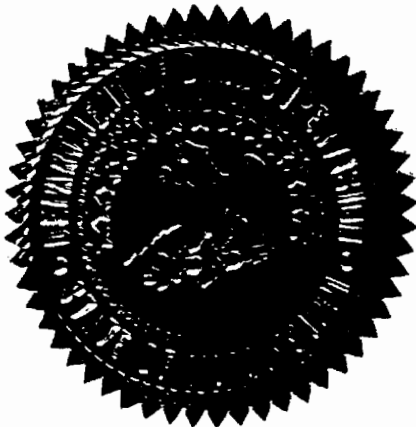
SENATOBIA BANK

SENATOBIA, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ 26th _____ day of*

November 19 68



Herbert H. Hester
STATE COMPTROLLER.

Enclosure #1

Senatobia, Mississippi
October 3, 1968

BE IT REMEMBERED that the Board of Directors of the Senatobia Bank, Senatobia, Mississippi, met in the Directors' Room of said Bank, when and where there were present: James A. Brewer, W. W. Callis, W. L. Hyde, R. R. Meacham, L. M. McClure, F. A. Smith, A. T. Veazey, H. M. Wallace, and J. H. Wilborn.

The meeting was called to order by the Chairman. The Secretary was asked to read the minutes of September 3, 1968. W. W. Callis made a motion that the minutes be approved as read. F. A. Smith seconded the motion and the motion carried when all members voted "Aye".

A comparison of the business of September 28, 1968, was made with that of September 30, 1967. The Chairman reported the increases and decreases on the comparison of the above reports.

The Chairman made a report on all loans made since the September 3, 1968 meeting. F. A. Smith made a motion that all loans as presented be approved. James A. Brewer seconded the motion, and the motion carried when all members voted "Aye".

The Chairman presented a Resolution on the capital stock increase, increasing the capital stock by \$35,000.00, or from \$105,000.00 to \$140,000.00. James A. Brewer made a motion that the following Resolution be adopted by the Board. Said motion was seconded by H. M. Wallace and all members voted "Aye". Motion carried.

"WHEREAS, It appears that the common stock of the bank should be increased \$35,000.00, or from \$105,000.00 to \$140,000.00, by the declaration and issuance pro rata to the holders of outstanding common stock of the bank a dividend in the sum of \$35,000.00, payable only in common stock of the bank, to be accomplished by the issuance of 3,500 additional shares of common stock of the par value of \$10.00 per share, such new shares to be issued and delivered on January 2, 1969, to the holders of the common stock on the basis of one additional share for each three shares of common stock standing in the name of such stockholder on the books of the bank as of November 12, 1968, payable out of the Bond Valuation Reserve Account, and without any additional cost to the individual stockholders, making the total capital stock of the bank \$140,000.00, such new shares to possess the same rights, privileges, and immunities as the presently outstanding common stock, and no other; and

"WHEREAS, it appears that the State Comptroller and the Federal Deposit Insurance Corporation have heretofore indicated their approval of the plan;

"NOW, THEREFORE, Be it Resolved by the Board of Directors of the Senatobia Bank, in a regular meeting assembled, that the plan to increase the common stock of the bank \$35,000.00, or from \$105,000.00 to \$140,000.00, by the declaration, issuance, and payment of a common stock dividend in the amount of \$35,000.00, be, and the same is hereby, approved and submitted for the consideration and vote of the stockholders at a special meeting of the stockholders of this bank, to be held in the banking house in Senatobia, Mississippi, at 2:00 o'clock P. M. on the 12th day of November, 1968, and that the officers be, and they are, hereby authorized and directed to give notice of such special meeting of the stockholders, at least 10 days prior to said meeting."

The sum of \$5.00 was paid to each member.

L. M. McClure made a motion to adjourn to meet November 5, 1968, at 7:30 P. M. H. M. Wallace seconded the motion and the motion carried when all members voted "Aye".

ATTEST:

Secretary

Chairman

NOTICE
of
SPECIAL MEETING
of
STOCKHOLDERS of
SENATOBIA BANK
Senatobia, Mississippi

*Ex. # 2.
(Same as capital
minutes of special meeting)*

You are hereby notified that a special meeting of the stockholders of Senatobia Bank will be held at the banking house in Senatobia, Mississippi, on the 12th day of November, 1968, at 2:00 P. M. for the purpose of considering ;and voting on the following special matters to be submitted to the stockholders:

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

"For an increase in the common capital of the bank in the amount of \$35,000.00, or from \$105,000.00 to \$140,000.00, by the declaration and payment of a common stock dividend in the amount of \$35,000.00."

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

Thus done at Senatobia, Mississippi, this the 28th day of October, 1968.

Very truly yours,

J. H. Wilborn,
President.



JHW:erd

P. S. If you are unable to attend, please execute the attached proxy and return promptly. Thank you.

JHW

PROXY FOR USE AT SPECIAL STOCKHOLDERS' MEETING

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned stockholder in the Senatobia Bank, Senatobia, Mississippi, do hereby nominate, constitute and appoint _____ or either of them, my true and lawful attorney, with power of substitution for me and in my name, place and stead to vote upon all of the stock of the said bank, standing in my name on the books of the bank at the meeting of the stockholders thereof to be held at its banking house in Senatobia, Mississippi, on the 12th day of November, 1968, or any adjournment thereof, on any and all proposals contained in the notice of said meeting of the stockholders of said bank, receipt of which notice is hereby acknowledged and the terms of which notice are hereby incorporated by reference into this proxy, with all powers the undersigned would possess if present personally at said meeting, or any adjournment thereof, hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand, this ____ day of _____, 1968.

Signature

Witness to Signature:



"Personally appeared before me, the undersigned Notary Public in and for said County and State, J. H. Wilborn, who being duly sworn says that he is President of the Senatobia Bank, Senatobia, Mississippi, and that notice of the special meeting of stockholders to be held on November 12, 1968, in the initial form hereto attached, was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting to all stockholders of record entitled to act and vote at such meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initial form of proxy hereto attached.

J. H. Gibson
Pres.

/ s / J. H. Wilborn
President

"Subscribed and sworn to before me this 28th day of October, 1968.

My Commission Expires February 24, 1971

"My Commission Expires

Mrs. Maudine Perkins
s/s Mrs. Maudine Perkins
Notary Public"

Quelassini #3



AMENDMENT TO ARTICLES OF INCORPORATION

SENATOBIA BANK
SENATOBIA, MISSISSIPPI

RESOLVED, That the plan to increase the common stock of this bank from \$105,000.00 to \$140,000.00 by the declaration and issuance pro rata to the holders of the outstanding common stock of the bank, effective on January 2, 1969, a dividend in the sum of \$35,000.00 to be accomplished by the issuance of 3500 additional shares of common stock of a par value of \$10.00 per share, payable out of Bond Valuation Reserve Account, such new shares to be issued and delivered to holders of common stock on the basis of one additional share of stock for each three shares of stock standing in the name of the stockholder on the books of the bank as of November 12, 1968, making the total capital of the bank \$140,000.00; and

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

That the Charter of Incorporation of this Bank, as amended, be further amended by striking out Section 2 of the original Charter of Incorporation, as amended, and inserting in lieu thereof the following:

Section 2.

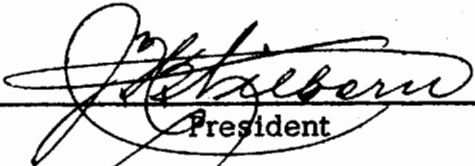
The capital stock of the bank shall be One Hundred Forty Thousand Dollars (\$140,000.00) divided into 14,000 shares of the par value of Ten and No/100 Dollars (\$10.00) per share, all of which shall be common stock.

STATE OF MISSISSIPPI
COUNTY OF TATE

I, the undersigned President of the Senatobia Bank, Senatobia, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the Resolution amending the Charter of said bank, and the same was duly adopted at a Special Meeting of the stockholders held on the 12th day of November, 1968, in accordance with by-laws of

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

In Testimony Whereof Witness my signature and seal of the Senatobia Bank, Senatobia, Mississippi, this the 20 day of November, 1968.



President

ATTEST:



Assistant Vice President



Received at the office of the Secretary of State, this the 2 day of Dec

A. D., 1968, together with the sum of \$ 70⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 2, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By W.H. Coleman
Assistant Attorney General.

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State of Mississippi

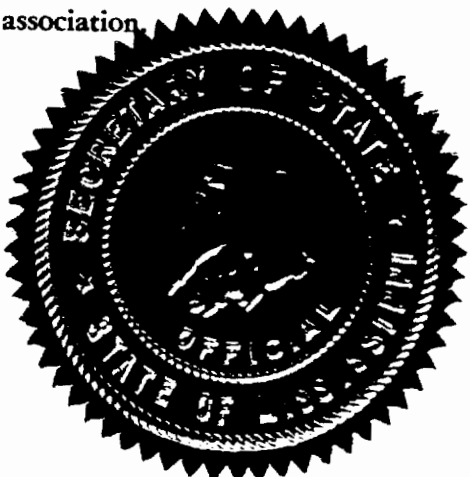


Office of Secretary of State Jackson

I, **HEBER LADNER**, Secretary of State of the State of Mississippi, do hereby certify
that the Articles of Association And Incorporation Of

COPIAH AREA VINE RIPE TOMATO PRODUCERS
ASSOCIATION (AAL)

hereto attached, together with a duplicate thereof, were pursuant to the provisions
of Chapter 5, Title 19, Code of Mississippi of 1942, and amendments thereto, filed
in my office this the 6th day of December, 1968, and
one copy thereof recorded in this office in Record of Incorporations Photostat Book
No. 172, at pages 203 - 208, and the other copy thereof returned to said
association.



Given under my hand and Seal of office
hereunto affixed this 6th day of

December, 19 68

Heber Ladner

Secretary of State.

ARTICLES OF ASSOCIATION AND INCORPORATION
OF
COPIAH AREA VINE RIPE TOMATO PRODUCERS ASSOCIATION (AAL)
(A Non-Stock Cooperative)

STATE OF MISSISSIPPI

COUNTY OF COPIAH

BE IT KNOWN, that on the 21 day of November, 1968 before me
J. Harold Graham, Jr., Notary Public in and for the County of
Copiah, State of Mississippi, duly commissioned and qualified, and in my
presence:

PERSONALLY CAME AND APPEARED

Shady C. Merchant
Henry H. Dickerson
Lytle Armstrong
J. B. Jones
T. D. Jones
Ruby Thumpe
J. L. McFadden
Jack Burt
Walton H. Ruffledge
A. W. Duckworth

all of whom are residents of the State of Mississippi, who each declared unto
me, Notary, that they are all engaged in the production of agricultural pro-
ducts, and availing themselves of the provisions of the constitution and laws
of the State of Mississippi relating to the organization and formation of co-
operative associations and particularly of Article 2, Chapter 5, Title 19 of
the Mississippi Code of 1942, as amended, and do, by these presents, bind them-
selves, their successors and assigns, as well as such other person or persons
as may become associated with them hereafter, into an association and body
corporate in law for the objects and purposes, and under the terms and stipula-
tions hereinafter, named and set forth, which they adopted as the charter of
their association to-wit:

ARTICLE I

Name. The name of the association shall be Covich Area Vine Ripe Tomato Producers Association (AAL).

ARTICLE II

Domicile. The domicile of the association shall be at Crystal Springs, Mississippi, in Covich County, where its principal business will be transacted.

ARTICLE III

Duration. The term for which the association shall exist is ninety-nine (99) years.

ARTICLE IV

Purposes. The purposes for which this association is formed shall be to engage in an educational program designed to increase the income of farmers in the area by promoting a vine-ripe tomato program and build a market for vine-ripe tomatoes by engaging in the business of grading, marketing, buying, selling, shipping and otherwise handling vine-ripe tomatoes for its members. However, it may engage in any other business granted, authorized or allowed to associations organized and operated under the provisions of Article 2, Chapter 5, Title 19 of the Mississippi Code of 1942, Cooperative Marketing Associations, as amended. The association may also engage in any part or all of its activities with non-members, provided the business transacted with such non-members is not greater in value than that transacted with its members.

ARTICLE V

Powers. The association shall have all the powers, privileges and rights granted, authorized or allowed to associations organized and operated under Article 2, Chapter 5, Title 19 of the Mississippi Code of 1942, as amended, and all other powers authorized or allowed to corporations by other laws of the state of Mississippi, insofar as they are not in conflict with the expressed provisions of the law under which the association is organized.

ARTICLE VI

Directors. The management of the business and affairs of the association shall be vested in a Board of Directors consisting of 7 persons, each of whom shall be a member in good standing of the association, but the number thereof may be increased or decreased at any annual meeting of the members; provided, that the number thereof shall never be less than five (5). At the first annual meeting of the members of this association all directors shall be elected for a term of one year and shall hold office until their successors have been elected and qualified.

ARTICLE VII

Section 1. This association shall have no capital stock, but membership therein shall be evidenced by membership certificate to be issued under the terms and conditions prescribed by the Board of Directors and by the by-laws.

Section 2. Any person, firm or corporation engaged in the production of agricultural products to be handled by or through the association, including lessees and tenants of land used for the production thereof, and the lessors and landlords who receive as rent all or a part of the crop raised on the leased premises, may, subject to the approval of the Board of Directors, become a member of this association by entering into a membership agreement with the association in the form prescribed by the Board of Directors, and by paying a member-

ship fee, the amount of which shall be fixed in the by-laws. Membership in the association shall be personal to the member and shall not be transferrable, seizable, or inheritable.

Section 3. The voting rights in the association shall be equal and each member shall have only one vote.

ARTICLE VIII

This association shall be operated without profit, and is authorized to retain from the sales proceeds only such amounts as are necessary and adequate.

- (1) For all expenses, including provisions for depreciation and other valuation reserves;
- (2) To pay off indebtednesses incurred by the association in the conduct of its affairs;
- (3) For the promotion of vine-ripe tomatoes and to develop and to conduct an educational program or programs and defray the expenses thereof, and for other related purposes.

WITNESS OUR SIGNATURES, this the day and year first mentioned above, in the County of Copiah, State of Mississippi.

Rush Thornton

George C. Merchant

A. W. Duckworth

Earl Knight

W. D. Armstrong

J. B. Jones

P. C. Rutledge

H. D. Platt

Charles H. Hays

Ellison Scott

SWORN TO AND SUBSCRIBED Before me by each of the above named incorporators, this the 22 day of November, A.D. 1968.

My Commission
Expires: April 6, 1969

David S. Adams
Notary Public
Copiah County, Mississippi

RESOLUTION

BE IT RESOLVED BY THE COPIAH AREA VINE-RIPE TOMATO PRODUCERS ASSOCIATION (AAL), in regular meeting assembled on the 21 day of November, 1968, at the regular meeting place of said association in Crystal Springs, Mississippi, that this association be chartered under the laws of the State of Mississippi as a non-profit and non-share corporation, and that Ruel Thornton and Grady C. Merchant and Clyde Armstrong, three members of this association in good standing, are hereby authorized to apply for the said charter of incorporation of the Copiah Area Vine-Ripe Tomato Producers Association (AAL).

CERTIFICATE

I, Wiley Ray, the duly elected and acting Secretary of the Copiah Area Vine-Ripe Tomato Producers Association (AAL) do hereby certify that the above and foregoing is a true and correct copy of a resolution which was duly and legally adopted and passed by the said Copiah Area Vine-Ripe Tomato Producers Association (AAL) in regular meeting assembled on the 21 day of November, 1968 as the same appears from the minutes of said meeting in my custody.

WITNESS my signature on the 22 day of November, 1968.

Wiley E. Ray
Secretary

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI)

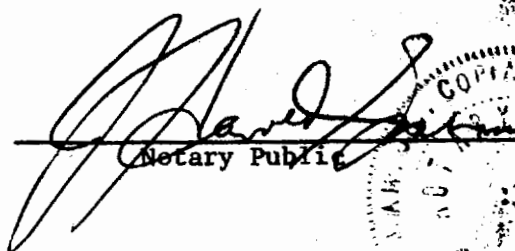
COUNTY OF COPIAH)

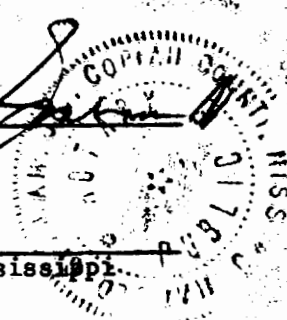
This day personally appeared before me, the undersigned authority
Ruel Thornton, Grady C. Merchant, and Clyde Armstrong
incorporators of the corporation known as the Cophah Area Vine-Ripe Tomato
Producers Association (AAL) who acknowledged that they signed and executed the
above and foregoing articles of incorporation as their act and deed on this the
22 day of November, 1968.

MY COMMISSION EXPIRES:

April 6, 1969

(SEAL)



Notary Public


Cophah County, Mississippi

State of Mississippi

EXECUTIVE



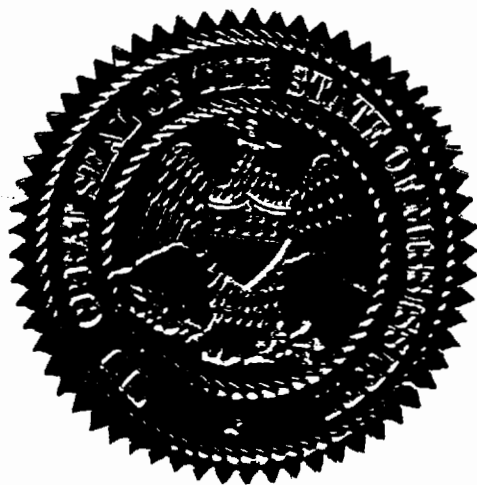
OFFICE

Jackson

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

CITY OF CLARKSDALE, MISSISSIPPI

is hereby approved.



Attest:

Heber Ladner

Secretary of State.

*In Testimony Whereof, I have hereunto set
 my hand and caused the Great Seal
 of the State of Mississippi to be
 affixed, this the 3rd day of December, 1968.*

John B. McNamee
 Governor.

CERTIFICATE OF THE CLERK OF THE CITY OF CLARKSDALE,
MISSISSIPPI AS TO THE ADOPTION OF AMENDMENTS TO
SEC. 5, SEC. 6 and SEC. 11 OF THE CHARTER OF THE
CITY OF CLARKSDALE, MISSISSIPPI, AS AMENDED

THIS IS TO CERTIFY as follows:

1) That on October 1, 1968, the Board of Mayor and Commissioners of the City of Clarksdale, Mississippi, at a regular meeting of said Board adopted the hereinafter set forth Amendments to the Charter of the City of Clarksdale, Mississippi, in accordance with the provisions of Section 3374-109 of the 1942 Code of Mississippi, Recompiled, subject to the protests of the qualified electors of said city in accordance with said section.

2) In accordance with said section the proposed adoption of said Amendments was published for three consecutive weeks in The Clarksdale Press Register, a legal newspaper of said city.

3) No protest was made to the adoption of said Amendments, and the Board of Mayor and Commissioners declared the same duly adopted at a regular meeting of said Board on November 5, 1968, the said Amendments being as follows:

"Sec. 5. Meetings

"Immediately after entering upon the discharge of their duties, the said commissioners shall meet and formulate a plan of government for the said City of Clarksdale, and hold regular meetings at least once each week to conduct all general municipal business, with the times of said meetings to be fixed by ordinance. The mayor, or two commissioners, may by written notice call a special meeting of the Board of Mayor and Commissioners for the transaction of business, and the notice must state the time of the meeting and specify the subject matters of business to be acted upon. It must be signed by the official, or officials,

calling the meeting and may be transmitted by mail, or served by any police officer on the members of the board, including the mayor, who have not signed it. Said notice shall be given at least three hours before the time fixed for the meeting; said notice with the indorsements of its service shall be entered on the minutes of the special meeting.

"All accounts and bills for work and labor and supplies shall be audited, and if found correct, allowed. The commissioner designated as mayor shall preside at all meetings of the commissioners, and in case of a tie on any question the mayor shall cast the deciding vote. At all regular meetings of the commissioners the public shall be allowed to attend and bring before said commissioners any matter and to be heard upon any petition they may desire to bring before the commissioners; and the public or any citizen who may be interested, shall be allowed to be present at any regular meeting of the commissioners at which ordinances may be adopted, or any public matter finally determined upon. The commissioners shall have the power to require the attendance of any officer or employee of the municipality at any meeting if they so desire, and every officer elected by the municipality shall be and is required hereby to attend all regular meetings of the commissioners unless excused by the mayor for good cause."

"Sec. 6. Functions of mayor, commissioners

"The five commissioners provided for by this Charter shall in their collective capacity be vested with all the powers and charged with all the duties conferred by Chapter 99, of the Code of Mississippi of 1906, and all amendments thereto heretofore, or hereafter adopted, upon and in the mayor and commissioners, and shall jointly exercise and perform such powers and duties equally and co-ordinately, and the mayor shall exercise authority and discharge the duties defined in the said Chapter 99 of the Code of 1906 and amendments thereto as aforesaid, except as the same may be inconsistent with the provisions of this Charter, and except as the same may conflict with the powers, rights and duties conferred by law, or this Charter."


"Sec. 11. Election of Commissioners

"The commissioners elected in accordance with the amendment to Sec. 2 of the Charter of the City of Clarksdale, Mississippi, as Amended, shall be nominated at a primary election and elected at the general election

by posts to be designated Post No. 1 for Mayor-Commissioner, Post No. 2 for Commissioner, Post No. 3 for Commissioner, Post No. 4 for Commissioner and Post No. 5 for Commissioner, and all candidates qualifying for nomination in the primary election for election in the general election shall, in qualifying, designate the post for which they qualify. Said five commissioners shall elect one of their number to act as Mayor Pro Tem in case of the absence of the Mayor."

CERTIFIED to on this the 12th day of

November, 1968.


CLERK OF THE CITY OF CLARKSDALE,
MISSISSIPPI

(SEAL)

AMENDMENTS TO CHARTER OF CITY OF CLARKSDALE,
MISSISSIPPI, AS AMENDED

"Sec. 5. Meetings

"Immediately after entering upon the discharge of their duties, the said commissioners shall meet and formulate a plan of government for the said City of Clarksdale, and hold regular meetings at least once each week to conduct all general municipal business with the times of said meetings to be fixed by ordinance. The mayor, or two commissioners, may by written notice call a special meeting of the Board of Mayor and Commissioners for the transaction of business, and the notice must state the time of the meeting and specify the subject matters of business to be acted upon. It must be signed by the official, or officials, calling the meeting and may be transmitted by mail, or served by any police officer on the members of the board, including the mayor, who have not signed it. Said notice shall be given at least three hours before the time fixed for the meeting; said notice with the indorsements of its service shall be entered on the minutes of the special meeting.

"All accounts and bills for work and labor and supplies shall be audited, and if found correct, allowed. The commissioner designated as mayor shall preside at all meetings of the commissioners, and in case of a tie on any question the mayor shall cast the deciding vote. At all regular meetings of the commissioners the public shall be allowed to attend and bring before said commissioners any matter and to be heard upon any petition they may desire to bring before the commissioners; and the public or any citizen who may be interested, shall be allowed to be present at any regular meeting of the commissioners at which ordinances may be adopted, or any public matter finally determined upon. The commissioners shall have the power to require the attendance of any officer or employee of the municipality at any meeting if they so desire, and every officer elected by the municipality shall be and is required hereby to attend all regular meetings of the commissioners unless excused by the mayor for good cause."

"Sec. 6. Functions of mayor, commissioners

"The five commissioners provided for by this Charter shall in their collective capacity be vested with all the powers and charged with all the duties conferred by Chapter 99, of the Code of Mississippi of 1906, and all amendments thereto heretofore, or hereafter adopted, upon and in the mayor and commissioners, and

shall jointly exercise and perform such powers and duties equally and co-ordinately, and the mayor shall exercise authority and discharge the duties defined in the said Chapter 99 of the Code of 1906 and amendments thereto as aforesaid, except as the same may be inconsistent with the provisions of this Charter, and except as the same may conflict with the powers, rights and duties conferred by law, or this Charter."

"Sec. 11. Election of Commissioners

"The commissioners elected in accordance with the amendment to Sec. 2 of the Charter of the City of Clarksdale, Mississippi, as Amended, shall be nominated at a primary election and elected at the general election by posts to be designated Post No. 1 for Mayor-Commissioner, Post No. 2 for Commissioner, Post No. 3 for Commissioner, Post No. 4 for Commissioner and Post No. 5 for Commissioner, and all candidates qualifying for nomination in the primary election for election in the general election shall, in qualifying, designate the post for which they qualify. Said five commissioners shall elect one of their number to act as Mayor Pro Tem in case of the absence of the Mayor."



THE STATE OF MISSISSIPPI
DEPARTMENT OF JUSTICE
OFFICE OF THE ATTORNEY GENERAL
JACKSON 39203

BOOK 172 PAGE 215

JOE T. PATTERSON
ATTORNEY GENERAL

MARTIN R. MCLENDON
FIRST ASSISTANT

December 2, 1968

ASSISTANT ATTORNEYS GENERAL

DUGAS SHANDS
G. GARLAND LYLES JR.
DELOS H. BURKS
WILL S. WELLS
R. HUGO NEWCOMB, SR.
WILLIAM A. ALLAIN
JOHN E. STONE
BENNETT SMITH
W. D. COLEMAN
GUY N. ROGERS
BEN H. WALLEY

Governor John Bell Williams
New Capitol Building
Jackson, Mississippi

RE: Amendment to Municipal Charter
City of Clarksdale, Mississippi

Dear Governor Williams:

I respectfully attach herewith a certified copy of the amendment to the Charter of Incorporation of the City of Clarksdale which I have carefully examined.

Pursuant to such examination, I am of the opinion that the proposed amendments are consistent with the Constitution and laws of the United States and the Constitution of the State of Mississippi.

Very truly yours,

JOE T. PATTERSON, ATTORNEY GENERAL

BY

W. D. Coleman
Assistant Attorney General

WDC:kd

Enclosure

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State of Mississippi



EXECUTIVE

OFFICE

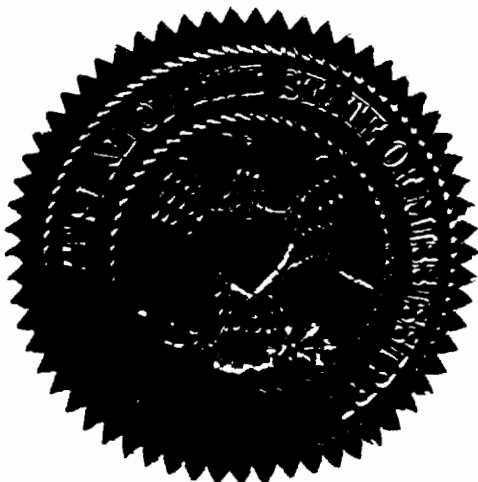
JACKSON

The within and foregoing Charter of Incorporation of

TRACETOWN 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 10th day of December A. D., 1968.



John Lee Murrell

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION AUTHORIZING INCORPORATORS TO
MAKE APPLICATION FOR GRANT OF CHARTER

BE IT RESOLVED that Paul Porter, Harold Robinson and Melvin Box be, and they are hereby authorized, directed and empowered to make application for a grant of charter for the purpose of incorporating Tracetown Merchants Association into a nonprofit corporation with the name of Tracetown Merchants Association, Inc.

BE IT FURTHER RESOLVED that the said incorporators be, and they are hereby authorized, directed and empowered to execute the application of incorporation and to file same with the Secretary of State of the State of Mississippi and to do any and all other things necessary or proper for the purpose of incorporating the said association into a nonprofit corporation.

CERTIFICATE

I, the undersigned, Melvin Box, Secretary of Tracetown Merchants Association, an existing civic association of the City of Natchez, Mississippi, do hereby certify that the above and foregoing resolution was unanimously adopted at a meeting of the members of the association duly and legally called and held in the City of Natchez, Mississippi, on November 18, 1968, at which meeting a quorum of the members of the association were present and voting.

WITNESS MY SIGNATURE this 18th day of November, 1968.


MELVIN BOX, Secretary

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

THE CHARTER OF INCORPORATION OF

TRACETOWN MERCHANTS ASSOCIATION, INC.

1. The corporate title of said company is: TRACETOWN MERCHANTS 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
------	--------------	------	-------

Paul Porter, an adult resident citizen of Adams County, Mississippi, whose address is 55 Seargent S. Prentiss Drive, Natchez, Mississippi

Harold Robinson, an adult resident citizen of Adams County, Mississippi, whose address is 55 Seargent S. Prentiss Drive, Natchez, Mississippi

Melvin Box, an adult resident citizen of Adams County, Mississippi, whose address is 55 Seargent S. Prentiss Drive, Natchez, Mississippi

3. The domicile is at 55 Seargent S. Prentiss Drive Natchez, Mississippi

(Street and No.)

(City)

(State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of ~~Section 5219, Revised Code of Mississippi of 1942, and~~ ~~House Bill 1335 Regular Session 1968 Mississippi Legislature.~~)

This is a non-profit civic improvement corporation.
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:

Subject to the foregoing, the purposes and powers of this civic improvement corporation are:

1. To encourage, promote and stimulate business and trade.
2. To sponsor and carry out promotional and advertising plans and projects to attract and encourage trade, commerce and business activity.
3. To foster, encourage and maintain good-will, friendly relations and cooperation among its members for the mutual benefit of all and for the general purpose of increasing trade and business activity.
4. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

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

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures:

Paul Porter
Harold Robinson
Melvin Box

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of ADAMS

This day personally appeared before me, the undersigned authority _____

PAUL PORTER

HAROLD ROBINSON

MELVIN BOX

incorporators of the corporation known as the TRACE TOWN MERCHANTS 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 6th day of December, 1968

Curtis Lowery
Notary Public

Commission Expires 6-9-1972

STATE OF MISSISSIPPI

County of _____

This day personally appeared before me, the undersigned authority _____

incorporators of the corporation known as the _____

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

Received at the office of the Secretary of State this the 6th day of December
A.D., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
Attorney General for his opinion.

Hubert Rodden

Secretary of State

Jackson, Miss., December 6, 1968

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.

Joe T. Patterson

Attorney General

By

Maurice R. Black

Assistant Attorney General

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

State of Mississippi



EXECUTIVE

OFFICE

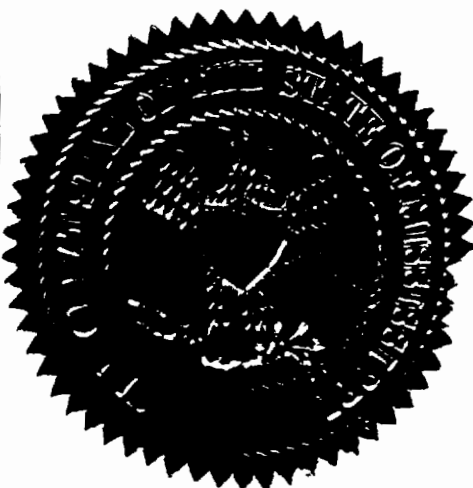
JACKSON

The within and foregoing Charter of Incorporation of

NORTHWEST HILLS 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 10th day of December A. D., 1968.



John W. Adams
Governor

By the Governor

Heber Ladner
Secretary of State

CHURCH BUILDING & SAVINGS ASSOCIATION

Church Resolution Authorizing Incorporation

NORTHWEST HILLS BAPTIST Church, INC.
1931 Boling Street
Jackson, Mississippi
 Address

WHEREAS, the above named Church, by proper resolution has heretofore named, constituted and appointed A. D. Johnson, Beryl J. Shows,
James W. Keen
 and as its Trustees to manage and hold title to properties and other assets of the Church, and

WHEREAS, the membership of said Church, at a meeting duly called for said purpose, determined, decided and voted by resolution to incorporate said Church and issue building bonds for repairs and new construction through Church Building & Savings Association, and in order to accomplish said purpose, adopted the following resolution, to-wit:

"Be it resolved that the above named Trustees be and they are hereby duly named, constituted and appointed to act for said Church and in its behalf in whatever action may be necessary or desirable to incorporate said Church for religious Purposes; and they are, furthermore, authorized and empowered for and on behalf of the Church to act as incorporators, to enter into written agreements, contracts and covenants with Church Building & Savings Association, and any and all other persons or firms necessary to accomplish the issuance of a bond program to finance repairs and new construction, and to take any and all other steps as may be necessary or advisable to effect a corporation or for the purpose of issuing building bonds for repairs to said Church or for new construction. The named Trustees are, furthermore, authorized and empowered to hypothecate the properties of the Church or its assets, to enter into contracts, to issue bonds, make promissory notes, borrow money, or any other like matters which may be necessary or advisable for new church building construction or repair.

"Be it further resolved that the named Trustees shall continue in office with full authority herein granted until Successor Trustees have been duly and properly elected and qualified.

"Be it further resolved that the Church be bound by this resolution and the acts of its Trustees.

"This resolution adopted by the Church at a meeting duly called for said purpose on this the 27 day of November, 1968."

We, the undersigned Pastor and Secretary or Church Clerk of the above named Church, do hereby each certify that we hold the position opposite our names and further certify that the above and foregoing resolution was duly and properly adopted by the membership of said Church at a meeting called for said purpose on the 27 day of November, 1968. The above resolution appears on the official minutes of said Church.

WITNESS OUR SIGNATURES, this the 4th day of December, 1968

Pastor

Jim Shanahan

Secretary (or Clerk)

Mrs. Betty H. Fox

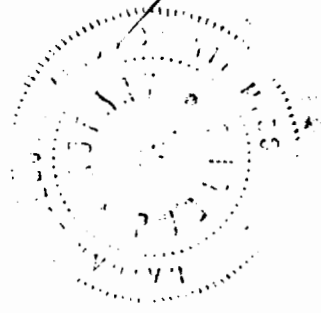
STATE OF MISSISSIPPI

COUNTY OF HINDS

Sworn to and subscribed before me, this the 4th day of December, 1968

Notary Public

My commission expires: My Commission Expires 12-31-1972



CHARTER OF INCORPORATION

NORTHWEST HILLS BAPTIST CHURCH, INC.

Jackson, Mississippi

I.

The corporate title of said company is NORTHWEST HILLS BAPTIST CHURCH, INC.

II.

The names and post office addresses of the incorporators are:

A. D. Johnson, 3502 Delta Drive, Jackson, Mississippi; Beryl J. Shows, 231 Mitchell Street, Jackson, Mississippi; and James W. Keen, 2012 Marshall Place, Jackson, Mississippi. All of the above named incorporators are bona fide, adult, resident citizens of the State of Mississippi.

III.

The domicile of the Corporation is 1931 Boling Street, Jackson, Mississippi.

IV.

This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a religious corporation under the provisions of HB 1335 of 1968 Regular Session of Mississippi Legislature.

V.

Period of existence shall be perpetual.

VI.

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

(1) To further by all proper and legal agencies and means the religious and moral instruction and the support of public worship, building

of churches and chapels, and the maintenance of all missionary undertakings.

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

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

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

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

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

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

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

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

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

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

VII.

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

A. D. Johnson
A. D. Johnson

Beryl J. Shows
Beryl J. Shows

James W. Keen
James W. Keen

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, A. D. Johnson, Beryl J. Shows and James W. Keen, incorporators of the Corporation known as Northwest Hills Baptist Church, Inc. who each acknowledged that they signed, executed and delivered the above and foregoing Articles of Incorporation as their act and deed on this the 3rd day of December, 1968.

[Signature]
Notary Public

My Commission Expires:

My Commission Expires: August 2, 1972



Received at the Office of the Secretary of State, this the
6 day of Dec, 1968, A. D., together with the
sum of Twenty Dollars (\$20.00) deposited to us as recording fee, and
referred to the Attorney General for his opinion.

Isabel Ladner
Secretary of State

Jackson, Mississippi, December 6, 1968.

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

Joe T. Patterson
Attorney General

BY: Maurice R. Black
Assistant Attorney General

State of Mississippi



EXECUTIVE

OFFICE

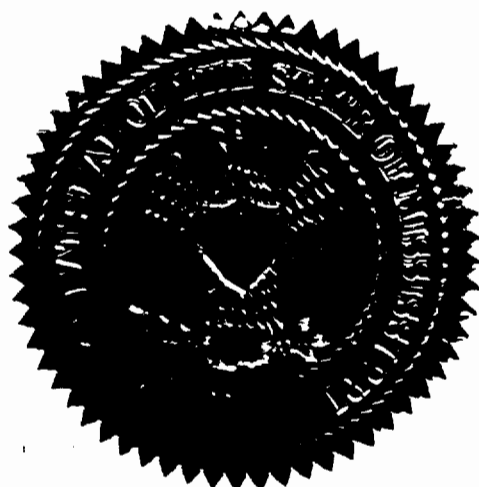
JACKSON

The within and foregoing Charter of Incorporation of

PAN HANDLE 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 10th day of December A. D., 1968.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

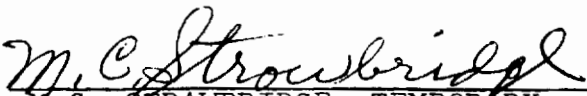
RESOLUTION OF THE MEMBERSHIP
OF THE
PAN HANDLE WATER ASSOCIATION


"Whereas, it has come to the attention of the membership of the PAN HANDLE WATER ASSOCIATION, an unincorporated association, that it would be to the best interest of said association to incorporate under the laws of the State of Mississippi, made and provided for the incorporation of non-profit, non-share associations;

Now, therefore, be it resolved that M.C. Strawbridge, R.R. Steveson, and Pete Hutchinson, act as incorporators for said association, and take all necessary and proper steps to effectuate such end; and the membership is to be bound thereby."

The undersigned, being the duly elected Temporary Chairman and Temporary Secretary, respectively of the PAN HANDLE WATER ASSOCIATION, an unincorporated association, hereby certify that the above and foregoing resolution, is a true and correct copy of that certain resolution passed by the membership of said association in a duly assembled meeting on the 14th day of November, 1968, Choctaw County, Mississippi, as the same appears in the official minutes of said association.

This the 14th day of November, 1968.


M.C. STRAWBRIDGE, TEMPORARY
CHAIRMAN OF THE PAN HANDLE WATER
ASSOCIATION


R.R. STEVENSON, TEMPORARY
SECRETARY OF THE PAN HANDLE WATER
ASSOCIATION

THE CHARTER OF INCORPORATION
OF THE
PAN HANDLE WATER ASSOCIATION, INC.

1. The corporate title of said company is: PAN HANDLE WATER ASSOCIATION, INC.

2. The names of the incorporators are:

<u>NAME</u>	<u>CITY AND STATE</u>
M.C. Strawbridge	McCool, Mississippi
R.R. Stevenson	McCool, Mississippi
Pete Hutchinson	McCool, Mississippi

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

3. The domicile is at McCool, Choctaw County, Mississippi.

4. The corporation herein created, PAN HANDLE WATER ASSOCIATION, INC., shall be a non-profit organization and no shares of stock are to be issued.

5. The period of existence shall be perpetual.

6. The purpose for which the corporation, PAN HANDLE WATER ASSOCIATION, INC., is created is to associate the members thereof, comprised of water users in areas in Choctaw, Winston, and Attala Counties, in Mississippi, described as:

An area in the Southern part of Choctaw County, the Northern part of Winston County, and the Eastern part of Attala County,

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, or other uses 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, or by exchange or reciprocal agreement or agreements, and the purchase, laying, installation, operation, maintenance and repair

of wells, pumping or processing equipment, filters, water mains, pipe lines, valves, meters, gates, tanks, storage vats, and any and all other necessary or incidental equipment to the construction, maintenance and operation of such 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 for the purpose of carrying on said operation;

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, or to enter into reciprocal or mutual benefit agreements therefor;

To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient or expedient for the conduct and operation of the business of the corporation or incidental thereto;

To establish, make, change or alter the rates to be charged for the services to be rendered to the members thereof; to hire, employ, supervise, direct and to discharge employees for the purpose of carrying on said business; to contract and to be contracted with in carrying out any of the purposes of this organization; to levy assessments in such manner and in such amount as may be provided in the by-laws of this corporation; to employ engineers, consultants, architects, attorneys and/or advisers for the purpose of carrying on the business herein contemplated;

To have and to exercise all powers, privileges and rights conferred on non-profit corporations by the laws of the State of Mississippi, and all powers and rights incidental in carrying out the purposes for which this corporation is formed, except

such as are inconsistent with the express provisions of the act under which this corporation is incorporated (House Bill No. 1335 of the Laws of 1968); and 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 general laws of the State of Mississippi, applicable to non-profit corporations, all of which are hereby expressly claimed.

7. THE PAN HANDLE WATER ASSOCIATION, INC., shall not be required to make publication of its charter, shall issue no shares, divide no dividends or profits among their members, shall make expulsion the only remedy for non-payment of dues, but may declare foreclosure of deposits of escrow accounts for indebtedness due, shall vest in each member the right to one vote in the election of officers; that loss of membership, voluntary or involuntary, death or expulsion shall terminate all interest of the former member in the assets of the association. There shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of debtors.

8. The taking of this charter of incorporation has been authorized by the resolution of the proposed organization, a copy of which is attached hereto as an exhibit.

INCORPORATORS:

M.C. Strawbridge R.R. Steveson
M.C. STRAWBRIDGE R.R. STEVESON

Pete Hutchinson
PETE HUTCHINSON

STATE OF MISSISSIPPI

COUNTY OF WINSTON

This day personally appeared before me, the undersigned authority M.C. Strawbridge, R.R. Steveson, and Pete Hutchinson, incorporators of the corporation known as the PAN HANDLE WATER ASSOCIATION, INC., who acknowledged that they signed and executed the above and foregoing articles of incorporation as

their act and deed on this the 14 day of Nov., 1968.

Aileen W. Litten
"NOTARY PUBLIC"

MY COMMISSION EXPIRES:

4-28-71

Received at the office of the Secretary of State this the 2 day of Dec., 1968, together with the sum of \$20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Linder
SECRETARY OF STATE

Jackson, Miss. December 5, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

BY Maurice R. Black
ASSISTANT ATTORNEY GENERAL

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

NORTH JACKSON LODGE NO. 2196, LOYAL ORDER OF MOOSE, INC.

is hereby 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 December A. D., 1968.

John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State



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

NORTH JACKSON LODGE NO. 2196, LOYAL ORDER OF MOOSE, *INC.*

1. The corporate title of said company is: North Jackson Lodge No. 2196,
Loyal Order of Moose, 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
Tom Marshall	330 North Mart Plaza	Jackson,	Mississippi
Oscar T. Edwards	P.O.Box 10916, Westland Sta.,	Jackson,	Mississippi
F. L. Covington	625 Seneca Avenue	Jackson,	Mississippi
R. E. Hemphill, Sr.	3329 Northview Drive	Jackson,	Mississippi
Jack J. Wedgeworth	2429 Harriotte Ave.	Jackson,	Mississippi
Billy R. Coile	3352 Casa Granda Circle	Jackson,	Mississippi
E. M. Cochrane	853 Timberlain Drive	Jackson,	Mississippi
C. Garbo	4306 North State Street	Jackson,	Mississippi
A. W. Grubbs	330 North Mart Plaza	Jackson,	Mississippi

3. The domicile is at 2429 Harriotte Avenue, Jackson, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

This is a non-profit and non-share organization.

5. Period of existence shall be perpetual.

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

The objects and purposes for which this corporation is formed is to unite its membership in the bonds of fraternity, benevolence and charity; to assist their members and their families in time of need; to render particular service to orphaned children, aged members and their wives; and to further the mutual welfare of its members and their families. Said corporation shall have power to purchase, take, hold, lease, rent, sell or mortgage property and to do all things incidental, necessary or convenient in the carrying out of the foregoing purposes. All of which are to be carried out not for profit and without shares of stock, it being an eleemosynary corporation.

This corporation is incorporated in conformity with, subject to and under the jurisdiction and control of the laws for the regulation of lodges in the Loyal Order of Moose and is subject to the Constitution and General Laws of the Supreme Lodge of the World, Loyal Order of Moose. Its business affairs shall be conducted by its members in good standing and by its respective officers in the manner and at such times as are prescribed by the Constitution and General Laws of the Supreme Lodge of the World, Loyal Order of Moose.

The membership of said corporation shall consist only of the members in good standing of said fraternal lodge association known as North Jackson Lodge No. 2196, Loyal Order of Moose.

The Directors of this corporation shall be nine in number and shall consist of the duly qualified and acting lodge officers from year to year; and the Directors for the first year and until their successors are selected and qualified, shall be as follows: Tom Marshall, Governor; Oscar T. Edwards, Jr. Past Governor; F. L. Covington, Jr. Governor; R. E. Hemphill, Sr., Prelate; Jack J. Wedgeworth, Secretary; Billy R. Coile, Treasurer; E. M. Cochran, Trustee; C. Garbo, Trustee and A. W. Grubbs, Trustee; and their successors from year to year will be the members annually selected to the above.

The dissolution for any cause whatsoever of the said fraternal lodge association as a fraternal lodge of that system of lodges known in the aggregate as the Loyal Order of Moose, shall forthwith work a dissolution of this corporation, and in such event, the affairs of this corporation shall be wound up and terminated in accordance with the laws of this State.

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

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures:

~~E. M. Cochrane~~

~~U. Garbo~~

A. N. Grubbs

~~Tom Marshall~~

~~Oscar T. Edwards~~

F. L. Covington

R. E. Hemphill, Sr.

Jack J. Wedgeworth

Billy R. Coile

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Tom Marshall, Oscar T. Edwards, F. L. Covington, R. E. Hemphill, Sr., Jack J. Wedgeworth, Billy R. Coile, C. Garbo and A. W. Grubbs, and E. M. Cochran,
incorporators of the corporation known as the North Jackson Lodge No. 2196, Loyal Order of Moose
who acknowledged that ~~that~~ (they) signed and executed the above and foregoing articles of incorporation as
~~that~~ (their) act and deed on this the 25th day of November, 1968
My Commission Expires: January 15/1970 Asa A. Covert
Notary Public

STATE OF MISSISSIPPI

County of_

This day personally appeared before me, the undersigned authority.

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

Received at the office of the Secretary of State this the 9 day of Dec
A.D., 1918 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
Attorney General for his opinion.

Secretary of State

Jackson, Miss., December 9, 1968

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.

Joe T. Patterson
Attorney General

Attorney General

By Maurice K Black
Assistant Attorney General

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

RESOLUTION OF NORTH JACKSON LODGE NO. 2196,
LOYAL ORDER OF MOOSE, AN UNINCORPORATED
ASSOCIATION, TO INCORPORATE, DESIGNATING THE
INCORPORATORS, THE NAME OF THE PROPOSED COR-
PORATION AND AUTHORIZING THE EXPENDITURE OF
THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO.

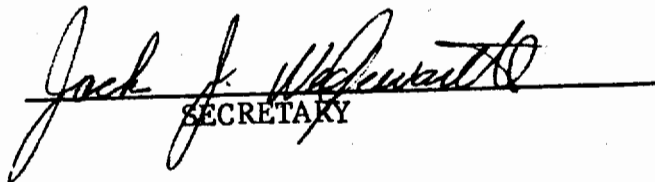
BE IT RESOLVED by the members of North Jackson Lodge No. 2196, Loyal Order of Moose, an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Tom Marshall, Oscar T. Edwards, F. L. Covington, R. E. Hemphill, Sr., Jack J. Wedgeworth, Billy R. Coile, E. M. Cochrane, C. Garbo and A. W. Grubbs are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named North Jackson Lodge No. 2196, Loyal Order of Moose; ^{MO.} 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.

C E R T I F I C A T E

I, Jack J. Wedgeworth, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 25th day of November, 1968, at Jackson, Mississippi, at which a majority

of the members were present, and said meeting was duly and properly called and held.

WITNESS MY SIGNATURE, this the 25th day of November, 1968.


SECRETARY

BOOK 172 PAGE 240

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State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BANK OF HAZLEHURST

HAZLEHURST, MISSISSIPPI

is hereby approved.



Attest:

Heber Ladner

Secretary of State.

*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 11th day of December, 1968.*

John Bell Williams
Governor.

State of Mississippi

Department of Bank Supervision



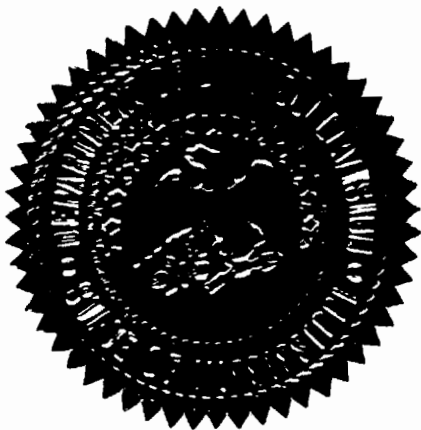
JACKSON

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

BANK OF HAZLEHURST

HAZLEHURST, MISSISSIPPI

is here approved.



*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ 9th _____ day of*

December

19 68

Horse Steele

STATE COMPTROLLER.

AMENDMENT TO ARTICLES OF INCORPORATION
OF

BANK OF HAZLEHURST
HAZLEHURST, MISSISSIPPI

BE IT RESOLVED by the stockholders of the Bank of Hazlehurst, Hazlehurst, Mississippi, that the plan to increase the common stock of this bank from \$500,000.00 to \$600,000.00 by the declaration and issuance pro rata to the holders of the outstanding common stock of the Bank of a dividend in the sum of \$100,000.00 to be accomplished by the issuance of 10,000 additional shares of common stock of a par value of \$10.00 per share, such new shares to be issued and delivered to holders of common stock on the basis of one (1) additional share of stock for each five (5) shares of stock standing in the name of the stockholder on the books of the bank as of December 10, 1968, be approved, making the total capital of the bank \$600,000.00, and

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

BE IT FURTHER RESOLVED, that the charter of incorporation of this Bank as originally issued on October 26, 1891, and as heretofore amended, be and the same is hereby amended as follows, to-wit:

"AMENDMENT TO CHARTER OF INCORPORATION
OF BANK OF HAZLEHURST, HAZLEHURST,
MISSISSIPPI, AS AMENDED

"That Section 2 of the original charter of incorporation of Bank of Hazlehurst, Hazlehurst, Mississippi, issued on October 26, 1891, as amended, be further amended by

striking out Section 2 in said charter as amended and substituting therefor the following:

"SECTION 2

"Section 2. Amount and shares of capital stock. -- The amount of the capital stock of the corporation shall be \$600,000.00 divided into 60,000 shares of common stock, of the par value of \$10.00 per share."

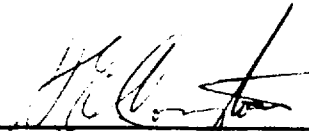
BE IT FURTHER RESOLVED that G. E. Covington, President, W. A. Covington, Vice-President, and S. C. Caldwell, Executive Vice-President and Cashier, of said Bank, or either of them, be and they are hereby authorized and directed to execute certificates to the amendment as provided for by law and to take all necessary steps to have the same approved by the State Comptroller, Attorney General and Governor of the State of Mississippi, and that said amendment shall become effective immediately upon approval as provided by law.

* * * * *


CERTIFICATE

I, G. E. Covington, President of Bank of Hazlehurst, Hazlehurst, Mississippi, do hereby certify that the foregoing is a true and correct copy of the resolution of the stockholders of the Bank of Hazlehurst, Hazlehurst, Mississippi, amending the Charter of said Bank as adopted at a special meeting of said stockholders held for said purpose at ^{3:00 P.M.} ~~10:00 A.M.~~ on December 10, 1968, which meeting was duly called by the Directors of said Bank and due notice thereof given wherein the purposes of said meeting were specified, and that there was represented

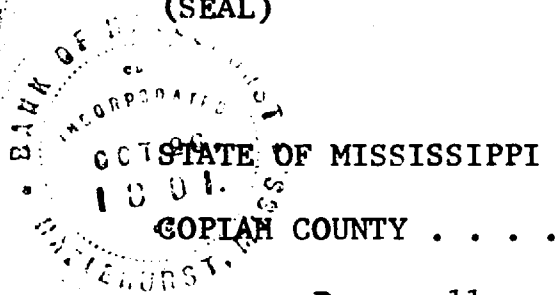
at said meeting 45,194 shares of common stock out of a total outstanding common stock of 50,000 shares, and that said Bank has no outstanding preferred stock or other stock except said 50,000 shares of common stock, and that said resolution was duly adopted by unanimous vote, all of the shares of stock represented at said meeting being voted in favor of said resolution.


G. E. COVINGTON, PRESIDENT
BANK OF HAZLEHURST

ATTEST:


S. C. CALDWELL, EXECUTIVE
VICE-PRESIDENT & CASHIER

(SEAL)




Personally appeared before me, the undersigned authority in and for the County and State aforesaid, G. E. Covington, personally known to me to be President of the Bank of Hazlehurst, Hazlehurst, Mississippi, who having first been duly sworn states on oath that the foregoing is a true and correct copy of a resolution amending the Charter of the Bank of Hazlehurst, Hazlehurst, Mississippi, duly adopted at a special meeting of the stockholders of said Bank held on December 10, 1968, in the office of said Bank in Hazlehurst, Mississippi, and that said resolution was adopted by a unanimous vote of 45,194 shares of stock, being all of the stock represented at said meeting, and that the

outstanding stock in said Bank consists solely of 50,000
shares of common stock.


G. E. COVINGTON

Sworn to and subscribed before me, this the 10th
day of December, 1968.


NOTARY PUBLIC

My Commission Expires:

My Commission Expires Dec. 27, 1970



Received at the office of the Secretary of State, this the 11th day of December

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Huber Lodum
SECRETARY OF STATE.

Jackson, Miss.,

December 11, 1968

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.

Joe J. Patterson
ATTORNEY GENERAL.

By W. J. Coleman
Assistant Attorney General.

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State of Mississippi



Office of Secretary of State Jackson

I, Heber Ladner, Secretary of State, do certify that the Charter of Incorporation hereto attached entitled the Charter of Incorporation of

ZINSCO EMPLOYEES CREDIT UNION

was, pursuant to the provisions of Title 21, Code of Mississippi of 1942, as amended, Recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED SEVENTY-TWO,

PAGES 249 - 252.



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

TWELFTH day of December, 1968.

Heber Ladner

Secretary of State

WE, THE UNDERSIGNED, Residents of the State of Mississippi
do hereby apply for permission to organize a Credit Union for the purposes
indicated in and in accordance with the provisions of Chapter No. 5 of the
Mississippi Code 1942; and do hereby bind ourselves to comply therewith
and with all the laws, rules and regulations applicable to credit unions
in the State of Mississippi; and hereby certify as follows:

1. The name of the proposed credit union, (which shall contain the
words "Credit Union" as a part of the corporate name), is the Zinsco
Employees CREDIT UNION, and the principal office of the
credit union shall be at Jackson, Mississippi.

2. The names and addresses of the subscribers to these Articles of
Incorporation, and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Leland S. Smith	531 Naples Road - Jackson, Miss.	5
Mike Zubatuk	2256 North Cheryl Dr. - Jackson, Miss.	5
John C. Smith	505 North Park Lane - Jackson, Miss.	5
Katherine Haddon	244 Georgia Ave. - Jackson, Miss.	5
Charles Martin	3408 Nashville St. - Jackson, Miss.	5
Charles E. Blair	Route 2, Box 102C - Mendenhall, Miss. Rt. 1, Box 47 - Florence, Miss.	5
Benjamin Exo Brooks	Box 144 - Lena, Miss.	5
Walter Washington	5613 Gault Street - Jackson, Miss	5

3. The par value of the shares shall be Five dollars per share
(not to exceed ten dollars.) This has reference to Chapter 5, Title 21,
Code of 1942, and all amendments thereto.

4. That the association and its members will comply with all the
laws, rules and regulations applicable to credit unions.

IN WITNESS WHEREOF, we have made, signed and acknowledged these
Articles of Incorporation in duplicate, this 19 day of November,
19 68.

Leland S. Smith
Mike Zubatuk
John C. Smith
Katherine Haddon
Charles P. Martin
Charles E. Blair
Benjamin Exo Brooks
Walter L. Washington

STATE OF Mississippi
COUNTY OF Hinds

BEFORE ME, the undersigned, a Notary Public,
in and for said State and County this 19th day
of NOVEMBER, 19 68, personally appeared.

Leland Smith Charles P. Martin
W. H. Smith Charles E. Blair
John C. Smith Benjamin E. Brooks
Katherine Haddon Walter H. Washington

subscribers to the foregoing Articles of Incorpora-
tion and acknowledged that they executed the same
to be their free act and deed.

Leland Smith
NOTARY PUBLIC

My commission expires MAY 1, 1972 (S.E.L.)

CREDIT UNION BOARD MEETING

November 27, 1968

The Credit Union Board met at 10 a. m. on November 27, 1968 pursuant to its call of November 19, 1968 for the purpose of considering the application of the Zinsco Employees Credit Union, and the following members and persons were present:

Heber Ladner, Secretary of State, State of Mississippi

J. S. McIlwain, Deputy State Auditor, State of Mississippi, representing

W. Hampton King, State Auditor, State of Mississippi

W. D. Coleman, Assistant Attorney General, State of Mississippi, representing

Joe T. Patterson, Attorney General, State of Mississippi

Horace J. Carr, Managing Director, Mississippi Credit Union League

Horace Steele, State Comptroller, Department of Bank Supervision,

State of Mississippi

Ronald James, Assistant Managing Director of the Mississippi Credit

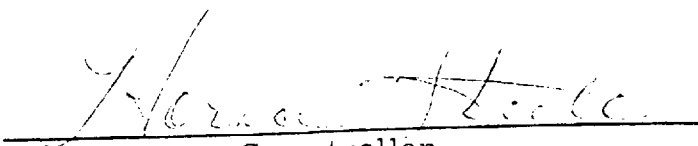
Union League

The application was duly reviewed by the members present and on motion by Mr. Heber Ladner, seconded by Mr. J. S. McIlwain, the application as presented was approved, and the votes were as follows:

Yea: Heber Ladner, J. S. McIlwain, Horace Steele, W. D. Coleman, Horace Carr

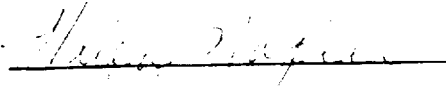
Present and not voting: Mr. James

On motion by Heber Ladner, the meeting was adjourned subject to call, for any further business.



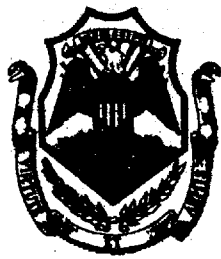
State Comptroller
Department of Bank Supervision
State of Mississippi

ATTEST:



Secretary of State

State of Mississippi



Office of Secretary of State Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

I. P. EMPLOYEES CREDIT UNION, changing name to

VICKSWOOD CREDIT UNION

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK,

NUMBER ONE-HUNDRED SEVENTY-TWO, PAGES 253-261.



*Given under my hand and Seal
of office hereunto affixed, this*

TWELFTH day of December, 1968.

Heber Ladner

SECRETARY OF STATE

State of Mississippi

Department of Bank Supervision



JACKSON

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

I. P. EMPLOYEES CREDIT UNION

Change of name to

VICKSWOOD CREDIT UNION

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ 14th _____ day of*

November 1968



Herice Steele
STATE COMPTROLLER.

AMENDMENT TO ARTICLES OF INCORPORATION
of
I. P. EMPLOYEES CREDIT UNION
Redwood, Mississippi

RESOLVED That the plan to change the name of the credit union to Vickswood Credit Union be effected, and

That the Charter of Incorporation of this credit union be amended by striking out Section 1 of the original Charter of Incorporation and insert in lieu thereof the following:

Section 1. The name of the credit union is the

VICKSWOOD CREDIT UNION

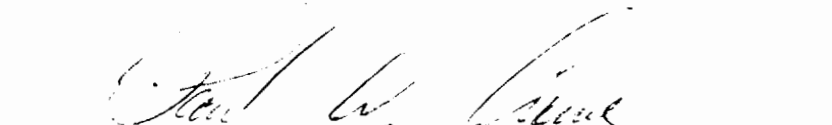
STATE OF MISSISSIPPI

COUNTY OF WARREN

I, the undersigned President of the subject Credit Union, Redwood, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said Credit Union as the same was duly adopted at a special meeting of the shareholders held on 25th day of July 1968, in accordance with the by-laws of the credit union. And I do further certify that the said resolution was adopted by a majority of the shareholders of the Credit Union.

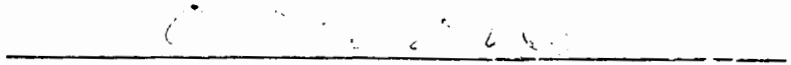
In Testimony Whereof Witness my signature and seal of the subject Credit Union, this the 24th day of October 1968.


Secretary


President

STATE OF MISSISSIPPI)
COUNTY OF WARREN)

Personally appeared before me, the undersigned Notary Public in and for said County and State, Paul W. Crowe and Bobby E. Richardson to me well known, who being duly sworn according to law, did depose and say that they are the President and Secretary of the subject Credit Union, described in and which executed the above instrument; that they know the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said Corporation; that they signed their name thereto by like order; that the statements contained in the foregoing are true and correct, this the 24th day of October 1968.


Notary Public

My commission expires My Commission Expires April 11, 1970

REGULAR
MINUTES OF ~~SPECIAL~~ MEETING OF BOARD OF DIRECTORS
OF
I. P. EMPLOYEES CREDIT UNION

A ~~Special~~ ^{regular} meeting of the Board of Directors of the I. P. Employees Credit Union was held July 18, 1968 in the Credit Union office with the following present:

Terry W. Sacrest	Robert Walters
Paul W. Crowe	
Ralph W. Stevens	
Bobby E. Richardson	

There being a quorum present the meeting proceeded to business,
~~Paul W. Grewe~~ acting as Chairman and ~~Bobby E. Richardson~~
 acting as Secretary.

The Chairman then stated the purpose of the meeting and on motion made by Terry Secrest, seconded by Ralph Stevens, motion carried that the name of the I. P. Employees Credit Union be changed to Vickswood Credit Union, and that the officers be authorized, empowered and directed to give notice of a special meeting of the shareholders as provided in the by-laws, such notice to include the special matter referred to above.

Motion to adopt the above was duly seconded and upon being put to vote was carried and the result so announced.

There being no further business the meeting was adjourned.

John W. Cave
Chairman

Debra C. Williams
Secretary

AMENDMENT TO ARTICLES OF INCORPORATION

OF

I. P. EMPLOYEES CREDIT UNION

Redwood, Mississippi

RESOLVED That the plan to change the name of the credit union to Vickswood Credit Union be effected, and

That the Charter of Incorporation of this credit union be amended by striking out Section 1 of the original Charter of Incorporation and insert in lieu thereof the following:

Section 1. The name of the credit union is the

VICKSWOOD CREDIT UNION.

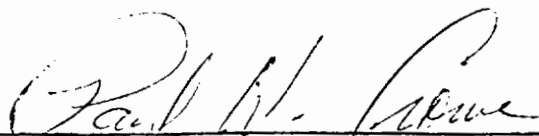
STATE OF MISSISSIPPI

COUNTY OF WARREN


I, the undersigned President of the subject Credit Union, Redwood, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said Credit Union as the same was duly adopted at a special meeting of the shareholders held on 25th day of July 1968, in accordance with the by-laws of the credit union. And I do further certify that the said resolution was adopted by a majority of the shareholders of the Credit Union.

In Testimony Whereof Witness my signature and seal of the subject Credit Union,

this the 24th day of October 1968.



President



Secretary

THERE WILL BE A SPECIAL MEETING OF THE MEMBERSHIP OF THE I. P. EMPLOYEES CREDIT UNION AT 3:15 P.M., JULY 25, 1968 IN THE CREDIT UNION OFFICE.

THE PURPOSE OF THE MEETING IS TO VOTE ON CHANGING THE NAME OF OUR CREDIT UNION FROM I. P. EMPLOYEES CREDIT UNION TO THE VICKSWOOD CREDIT UNION.

PLEASE MAKE YOUR PLANS TO ATTEND THIS MEETING.

*Patricia Ellis,
Manager*

Patricia Ellis, m.d.

STATE OF MISSISSIPPI

COUNTY OF WARREN

Personally appeared before me the undersigned Notary Public
in and for said County and state, Bobby E. Richardson,
who being duly sworn says that he is Secretary
of the I. P. Employees Credit Union, Redwood, Mississippi, and that
notice of the special meeting of shareholders of said Credit Union to be held
on July 25, 1968, in the initial form hereto attached was sent by regular mail,
postage prepaid, not less than five days prior to the date of said meeting, at
their respective addresses as shown on the books of the Credit Union.



Subscribed and sworn to before me this 24th day of October 1968.



NOTARY PUBLIC

My Commission Expires April 11, 1970

MINUTES OF THE
SPECIAL MEETING
of the

SHAREHOLDERS OF THE I. P. EMPLOYEES CREDIT UNION

BE IT REMEMBERED That a special meeting of the shareholders of the I. P. Employees Credit Union was held in the office of the Credit Union, Redwood, Mississippi, at 3:30 p. m. on July 25, 1968 pursuant to a resolution of the Board of Directors, notice of the meeting stating the business to be transacted thereat having been given by sending such notice by regular mail to each shareholder of record and by posting on all bulletin boards of International Paper Company plant, stating purpose of meeting, such notice being sent prior to the meeting, as shown by affidavit of Bobby E. Richardson,

The meeting was called to order by Mrs. Patricia Ellis, Treasurer, who acted as Chairman of the meeting and Bobby E. Richardson, a shareholder, as Secretary of the meeting.

Represented at the meeting were 103 shareholders, which represented a majority of the shareholders, being 151 in number on the books on July 25, 1968. Thereupon the Secretary read the notice of the meeting, and the

Chairman then explained the special matter included in the notice whereupon the following resolution was offered.

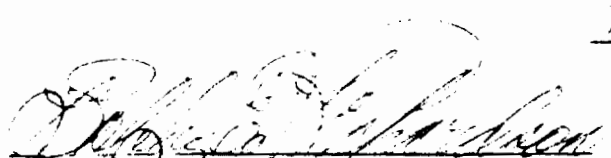
RESOLVED That the name of the Credit Union be changed to Vickswood Credit Union; and


that the Charter of Incorporation of the Credit Union be amended showing the change in the name:

Section 1. The name of the credit union is the VICKSWOOD CREDIT UNION

Motion was made for the adoption of the resolution, which motion was duly seconded. The members present voted unanimously in favor of the resolution.

There being no further business the meeting was duly adjourned.


Secretary


Chairman

Received at the office of the Secretary of State, this the 19 day of Aug

A. D., 1968, together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Sadler
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.

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State of Mississippi



Office of Secretary of State
Jackson

*I, Heber Ladner, Secretary of State, do certify that the
amendment hereto attached, amending the Charter of Incorporation of*

TOWN OF DUNCAN, MISSISSIPPI

*was pursuant to the provisions of the laws of Mississippi recorded
in the Records of Incorporations in this office, in PHOTOSTAT BOOK,*

NUMBER ONE-HUNDRED SEVENTY-TWO, PAGES 263 - 269.



*Given under my hand and Seal
of office hereunto affixed, this*

TWELFTH day of December, 1968.

Heber Ladner

SECRETARY OF STATE

IN THE CHANCERY COURT OF THE SECOND JUDICIAL DISTRICT
OF BOLIVAR COUNTY, MISSISSIPPI

THE TOWN OF DUNCAN, MISSISSIPPI

COMPLAINANT

VERSUS

NO. 14,974

THE TOWN OF ALLIGATOR, MISSISSIPPI,
ET AL.

DEFENDANTS

DECREE EXTENDING, ENLARGING, AND
CONFIRMING THE CORPORATE BOUNDARY
LINE OF THE TOWN OF DUNCAN, MISSISSIPPI

This day in Vacation, came to be heard this Cause, upon the duly verified Petition of the Town of Duncan, Mississippi, for the extension, enlargement and confirmation of the corporate boundary line of said Town as hereinafter set forth, the order setting this hearing on this day in Vacation, the due proof of publication and posting of notices, the personal service of process on the Town of Alligator, Mississippi, and the oral and documentary evidence submitted in open Court, and the Court, having heard and considered said Cause and being fully advised in the premises, doth hereby determine, order, and adjudge and decree as follows:

1. That due and proper process and notice of this hearing has been given and executed on said Defendant, the Town of Alligator, Mississippi, by delivery of a true copy

Mary Emma Satin

58-253

of said notice and summons to Sol Kline, Mayor of said Town of Alligator, on October 26, 1968, as shown by the Sheriff's return endorsed thereon and filed herein; that said Town of Alligator is the only municipality located within three miles of the territory hereby incorporated and included within said Town of Duncan, Mississippi; that due and proper notice has been given to all parties interested in, affected by, or being aggrieved by said enlargement and extension of said corporate limits and boundaries of said Town of Duncan by publication in The Bolivar Commercial, a public newspaper published in Cleveland, Bolivar County, Mississippi, and having general circulation in said Town of Duncan in Bolivar County, Mississippi, and competent and qualified under the law to make such publication, in the issues thereof dated and published on October 24, October 31, November 7, November 14, November 21, all in the year 1968, as shown by proper proof of publication on file in this Cause, and by posting on October 26, 1968, a true copy of said notice at each of the following public places within said Town of Duncan, to-wit: One at the front door of the Town Hall in said Town of Duncan; one on a utility pole in front of Wylie Insurance Agency in said Town of Duncan; and one on a utility pole in front of Cade's Pharmacy in said Town; and by posting also on said October 26, 1968, a true copy of said notice at each of three places within the tract or parcel of the territory proposed to be annexed as set forth

in the Affidavit of Posting Notices on file herein and as hereinafter set forth; that all of said summonses and notices were given, executed, published and posted in the manner and for the length of time provided by law and for more than thirty (30) days prior to this date; and that all laws relating to process have been complied with and the Court now has full and complete power and jurisdiction to render this decree.

2. That on September 3, 1968, the Mayor and Board of Aldermen of said Town of Duncan, Mississippi, adopted an ordinance defining with certainty the territory proposed to be included within the corporate limits of said Town and defining the boundaries of said Town as proposed to be extended and enlarged to embrace said territory, and providing what improvements and services are to be made and rendered in said territory and when and how they are to be made and rendered, and providing such other relevant matters as required by law including the filing and prosecution of this Cause to final decree; that said ordinance was in all respects duly and legally adopted and recorded in the records of said Town of Duncan as provided by law; and that a certified copy thereof is made a part of the original Petition filed herein together with a map or plat of all of said added territory, which is adjacent to and adjoining the present corporate boundary, and of the entire boundaries of said Town as they were proposed to be enlarged and extended in said ordinance

and also as hereinafter set forth, all of which are now before this Court.

3. That the extension of the boundaries of said Town of Duncan as set forth in said ordinance as hereinafter set forth, and the time and manner of making the improvements and rendering the municipal services as set forth in said ordinance, and all matters therein set forth and as herein provided relating to the extension of said boundaries are fair, reasonable and proper and are required by public necessity and convenience, and that no objection thereto has been made.

4. That said ordinance adopted by the Mayor and Board of Aldermen of the Town of Duncan, Mississippi, on September 3, 1968, providing for the extension and enlargement of said corporate limits of said Town of Duncan, Mississippi, be and hereby is in all things approved, ratified, and confirmed, and the territory hereby added to said Town of Duncan is described as follows:

Part of the SW $\frac{1}{4}$ of Section 8, Township 25 North, Range 5 West, Bolivar County, Mississippi, lying West of the Illinois Central Railroad Company property, described as: Commencing at the corner common to Sections 7, 8, 17 and 18 in said Township and Range and run thence North along the line between said Sections 7 and 8 for 1000 feet to the point of beginning of the tract herein being described; thence run East parallel with the South

line of said Section 8 to the Western right-of-way of the said Illinois Central Railroad Company property; thence run North 22° 02' East along said right-of-way line to the point of intersection of said right-of-way line with the North line of the SW $\frac{1}{4}$ of said Section 8; thence run West along said North line of the SW $\frac{1}{4}$ to the Northwest corner of said SW $\frac{1}{4}$ of Section 8; thence run South along the line between said Sections 7 and 8 for 1640 feet to the point of beginning.

5. That the entire boundary line of said Town of Duncan, Mississippi, as set forth in said ordinance of said Town adopted and entered on said September 3, 1968, be and hereby is approved, ratified and confirmed, and that said boundary line so extended and enlarged and hereby fixed is described as follows and shall embrace and include the territory within said corporate limits and boundaries, to-wit:

Part of Sections 7, 8, 17 & 18, Township 25 North, Range 5 West, Bolivar County, Mississippi, described as: Commencing at the corner common to Sections 7, 8, 17 & 18 in said Township and Range and run thence North along the line between said Sections 7 & 8 for 1000 feet to the point of beginning of the tract herein being described; thence

run West parallel with the South line of said Section 7 for 1000 feet; thence run South parallel with the East lines of said Sections 7 & 18 for 4640 feet; thence run East parallel with the South lines of said Sections 18 & 17 for 3640 feet to a point 320 feet North of the Southeast corner of the NE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said Section 17; thence run North along the East line of the W $\frac{1}{2}$ of said Sections 17 & 8 for 4640 feet to a point 320 feet South of the Northeast corner of the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of said Section 8; thence run West parallel with the South line of said Section 8 to the Western right-of-way line of the Illinois Central Railroad Company property; thence run North 22° 02' East along the said right-of-way line to the North line of the SW $\frac{1}{4}$ of said Section 8; thence run West along said line to the Northwest corner of the SW $\frac{1}{4}$ of said Section 8; thence run South along the line between said Sections 7 & 8 for 1640 feet to the point of beginning.

6. That a certified copy of this Decree shall be forwarded by the Clerk of this Court to the Secretary of State of Mississippi to be filed in the Office of said Secretary of State and shall remain as a public record thereof.

ORDERED, ADJUDGED AND DECREED this 27th day of November, 1968.

H. H. Lyell
 Chancellor

BOOK 172 PAGE 270

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State of Mississippi



Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

CITY OF BATESVILLE, MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK,

NUMBER ONE-HUNDRED SEVENTY-TWO, PAGES 271 - 277.



*Given under my hand and Seal
of office hereunto affixed, this*

THIRTEENTH day of December, 1968

Heber Ladner

SECRETARY OF STATE

25

IN THE CHANCERY COURT OF THE SECOND COURT DISTRICT
OF PANOLA COUNTY, MISSISSIPPI

IN THE MATTER Of The Extension and Enlargement
Of The Corporate Boundaries Of
The City of Batesville, Panola
County, Mississippi

NO. 6 6 5 8

DECREE APPROVING THE ENLARGEMENT AND
EXTENSION OF THE CORPORATE BOUNDARIES
OF THE CITY OF BATESVILLE, PANOLA
COUNTY, MISSISSIPPI

This day this cause came on to be heard on the petition of the City of Batesville, Panola County, Mississippi, by and through Dan L. Ferguson, its Mayor, and Barbara L. Broome, Clerk of said City of Batesville, asking for the approval of the proposed enlargement and extension of the corporate limits of the said City of Batesville, Mississippi, to which is attached a certified copy of the Ordinance adopted by the Mayor and Board of Aldermen of the City of Batesville on the 6th day of August, 1968, entitled:

AN ORDINANCE OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF BATESVILLE, PANOLA COUNTY, MISSISSIPPI ENLARGING THE BOUNDARIES OF THE CORPORATE LIMITS OF THE CITY OF BATESVILLE, PANOLA COUNTY, MISSISSIPPI, AND DEFINING THE TERRITORY PROPOSED TO BE ADDED TO THE PRESENT CORPORATE LIMITS, AND DEFINING THE TERRITORY OF THE CORPORATE LIMITS OF THE SAID CITY OF BATESVILLE INCLUDING THE TERRITORY PROPOSED TO BE ADDED TO AND INCLUDED IN THE CORPORATE LIMITS OF THE SAID CITY OF BATESVILLE AND PROVIDING FOR THE INSTITUTION OF PROCEEDINGS IN THE CHANCERY COURT OF THE SECOND COURT DISTRICT OF PANOLA COUNTY, MISSISSIPPI, TO EFFECTUATE THE SAID ENLARGEMENT OF SAID CITY LIMITS, AND PROVIDING FOR GIVING NOTICE FOR OBJECTIONS TO SAID ENLARGEMENT AS PROVIDED BY CHAPTER 491 OF THE 1950 GENERAL LAWS OF THE STATE OF MISSISSIPPI

RECEIVED

NOV 18 1968

C. P. Varnum, Jr. Chanc. Clk.
By *[Signature]*

RECORDED IN
MINUTE BOOK
ON PAGE 509

And it appearing to the Court, and the Court finding:

That on 9 August 1968 an Order was entered herein setting this cause for hearing in Vacation on the 26th day of September, 1968, at 9:00 o'clock A. M., at the Courthouse at Batesville, Mississippi; that Notice of the Clerk of this Court was given to all parties interested in, affected by, having objection to, or aggrieved by such proposed extension of the corporate boundaries of the City of Batesville, Mississippi, to then and there appear and enter their objections, if any, to the said proposed extension of the corporate boundaries of the said City of Batesville, by publication of said notice and by posting in the area proposed to be annexed, for the time and in the manner required by law; that proof of publication of said notice has been filed herein, and also a Certificate of the Clerk of this Court that he, as required by law, did post notices in three or more public places in the territory proposed to be annexed, to all parties interested in, affected by, having objections to, or aggrieved by such proposed extension of the corporate boundaries of the said City of Batesville, to be and appear before this Court at the time and place aforesaid, being 9:00 o'clock A. M., 26 September 1968, to present their objections to said proposed extension and enlargement of the corporate boundaries of the said City of Batesville; that at said time and place two persons filed an objection, viz: Ralph O. White and Ruby H. White, and thereupon an Order was entered herein on the 26th day of September, 1968, continuing said cause to the regular November, 1968 Term of said Court; that the said Ralph O. White and Ruby H. White have since said date withdrawn their objections, and that no other objections were filed either before or after the 26th day of September, 1968.

That notice of the adoption on the 6th day of August, 1968, of said Ordinance by the Mayor and Board of Aldermen of the City of

Batesville, Mississippi, extending the boundaries of the City, was given for the time and in the manner required by law, by publication in "The Panolian", a legal newspaper published in the City of Batesville, Mississippi, and having a general circulation therein; and that proof of publication of same has been filed in this cause.

That none of the territory proposed to be annexed and which is described in said Ordinance adopted by the said Mayor and Board of Aldermen of the City of Batesville, Panola County, Mississippi, on the 6th day of August, 1968, is located within three miles of another existing municipality; that the Court has jurisdiction of the subject matter and the parties in this Cause; that Dan L. Ferguson, Mayor, and Barbara L. Broome, Clerk, of the City of Batesville by said Ordinance adopted on the 6th day of August, 1968, were authorized to institute proceedings in this Court on behalf of said City.

That on the 6th day of August, 1968, at a regular meeting of the Mayor and Board of Aldermen of the City of Batesville, Mississippi, an Ordinance was adopted by said Mayor and Board of Aldermen to enlarge the corporate boundaries of said City of Batesville, by taking in certain territory adjacent to the existing corporate limits of said City of Batesville, and the description of said proposed enlargement being as follows:

Beginning at a point that is 2625 feet South and 563 feet East of the Northwest corner of Section 16, Township 9 South, Range 7 West; running thence North 9 degrees and 28.75 minutes East for a distance of 1317.1 feet; thence North 89 degrees and 44.4 minutes East for a distance of 355.1 feet; thence North 9 degrees and 28.75 minutes East for a distance of 2556.16 feet; thence South 80 degrees and 53 minutes East for a distance of 336.0 feet; thence North 85 degrees and 55 minutes East for a distance of 1137.6 feet; thence East for a distance of 5556.2 feet; thence South 6 degrees and 20 minutes West for a distance of 2129.8 feet; thence South 89 degrees and 58 minutes West for a distance of 3304.5 feet; thence in a Westwardly direction around a curve to the right with a radius of 12,259.16 feet for a distance of 2021.95 feet; thence North 80 degrees and 15 minutes West for a distance of 1023.0 feet; thence South 66 degrees and 58 minutes West for a distance of 222.5 feet;

thence South 49 degrees and 37 minutes West for a distance of 382.5 feet; thence South 35 degrees and 09 minutes West for a distance of 338 feet; thence South 25 degrees and 05 minutes West for a distance of 200.0 feet; thence South 2 degrees and 48 minutes West for a distance of 720.1 feet; thence South 0 degrees and 54 minutes West for a distance of 602.0 feet; thence South 89 degrees West for a distance of 460.8 feet to the point of beginning; said tract being a part of Sections 9, 10, 15 and 16 in Township 9 South, Range 7 West, Panola County, Mississippi, and containing 318.45 acres.

That said Ordinance also describes the boundaries of said City of Batesville, Mississippi, after the addition of the area or territory proposed to be annexed; and that a copy of a map of the adjacent territory to be added to said municipality showing also the boundaries after the addition has been made, has been filed with the Court.

That the improvements proposed to be made in such added territory includes maintenance of existing streets, when brought up to minimum municipal requirements; install water lines and natural gas lines, and street lighting, wherever economically feasible; said improvements to be completed within a reasonable time, not to exceed three years from the effective date of the Ordinance, unless delayed by war or military preparedness restrictions; install sewerage disposal lines to be completed within a reasonable time and wherever necessary and economically feasible.

That the municipal and public services which said City proposed to render the said annexed territory are as follows: fire protection, garbage collection, police protection, maintenance of existing streets, when they are brought up to minimum municipal requirements, and water rates reduced to same as charged within the City Limits.

That the City of Batesville has a rapidly growing population and that the need exists for further additional territory within the City limits on which residences and other buildings may be constructed

where municipal public services are available and that general public demand exists for further extension and enlargement of the corporate limits of said City; that in the event the enlargement of the corporate limits becomes effective, the City of Batesville will be able and has the facilities to make the improvements within the time, and provide the public services in the proposed annexed territory, as set out in said Ordinance; that the proposed enlargement of the corporate limits of the City of Batesville is reasonable, and that the public convenience and necessity requires the expansion and enlargement of the corporate boundaries of the City of Batesville, Mississippi.

And the Court having heard the evidence and fully considered the matter, is of the opinion that the prayer of said petition should be granted:

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that the proposed enlargement and extension of the corporate limits of the said City of Batesville, Mississippi, by taking in the territory hereinabove described and in Section 1 of said Ordinance of the City of Batesville adopted on the 6th day of August, 1968, be, and the same is hereby approved, ratified and confirmed.

It Is Further Ordered, Adjudged and Decreed that the entire boundaries of the said City of Batesville, Panola County, Mississippi, as changed and enlarged is as follows:

Beginning at a point that is 2625 feet South and 563 feet East of the Northwest corner of Section 16, Township 9 South, Range 7 West; running thence North 9 degrees and 28.75 minutes East for a distance of 1317.1 feet; thence South 89 degrees and 44.4 minutes West for a distance of 1749.29 feet; thence North 0 degrees and 39 minutes West for a distance of 424.90 feet; thence North 86 degrees and 15.41 minutes West for a distance of 4315.89 feet; thence North 0 degrees and 16.73 minutes East for a distance of 3184.69 feet; thence East for a distance of 1286.39 feet; thence North 0 degrees and 16.34 minutes West for a distance of 2424.98 feet; thence North 89 degrees and 49.69 feet East for a distance of 826.73 feet; thence North for a distance of 1719.09 feet; thence South 89 degrees and

54.23 minutes East for a distance of 3189.54 feet; thence North 0 degrees and 15.55 feet East for a distance of 1156.54 feet; thence South 89 degrees and 04.18 minutes East for a distance of 2671.67 feet; thence South 9 degrees and 28.75 minutes West for a distance of 6706.24 feet; thence South 80 degrees and 53 minutes East for a distance of 336.0 feet; thence North 85 degrees and 55 minutes East for a distance of 1137.6 feet; thence East for a distance of 5556.2 feet; thence South 6 degrees and 20 minutes East for a distance of 2129.8 feet; thence South 89 degrees and 58 minutes West for a distance of 3304.5 feet; thence in a Westwardly direction around a curve to the right with a radius of 12,259.16 feet for a distance of 2021.95 feet; thence North 80 degrees and 15 minutes West for a distance of 1023.0 feet; thence South 66 degrees and 58 minutes West for a distance of 222.5 feet; thence South 49 degrees and 37 minutes West for a distance of 382.5 feet; thence South 35 degrees and 09 minutes West for a distance of 338.0 feet; thence South 25 degrees and 05 minutes West for a distance of 200.0 feet; thence South 2 degrees and 48 minutes West for a distance of 720.1 feet; thence South 0 degrees and 54 minutes West for a distance of 602.0 feet; thence South 89 degrees West for a distance of 460.8 feet to the point of beginning; said tract being a part of Sections 4, 5, 8, 9, 10, 15, 16 and 17 in Township 9 South, Range 7 West, Panola County, Mississippi, and containing 1,487.83 acres.

It Is Further Ordered, Adjudged and Decreed that the above mentioned Ordinance of the City of Batesville, Mississippi, adopted and approved on the 6th day of August, 1968, be, and the same is hereby approved, ratified and confirmed.

SO ORDERED, ADJUDGED AND DECREED at the Regular November, 1968 Term of this Court, on this the 13th day of November, 1968.

Hennrich Her
CHANCELLOR

STATE OF MISSISSIPPI
PANOLA COUNTY

*Decree Approving The Enlargement and Extension of The
Corporate Boundaries of the City of Batesville*

509

December

68

Louis F. Hines

[REDACTED]

State of Mississippi

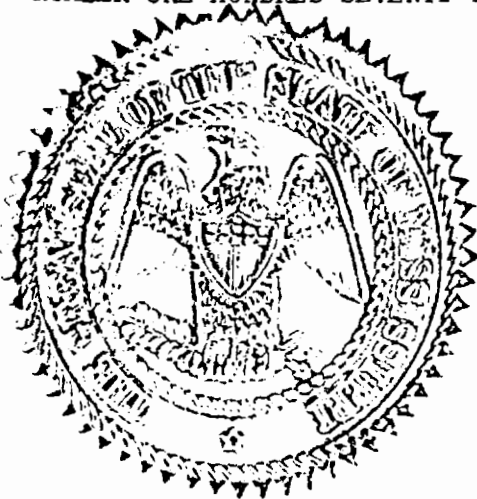


Office of Secretary of State
Jackson

I, Heber Ladner, Secretary of State, do certify that the amendment hereto attached, amending the Charter of Incorporation of

TOWN OF TUNICA, MISSISSIPPI

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK, NUMBER ONE-HUNDRED SEVENTY-TWO, PAGES 279 - 289



*Given under my hand and Seal
of office hereunto affixed, this*

SIXTEENTH day of December, 1968.

Heber Ladner

SECRETARY OF STATE

MINUTES OF THE CHANCERY COURT OF TUNICA COUNTY, MISSISSIPPI

NOVEMBER 1968 TERM

IN THE MATTER OF THE EXTENSION OF
THE CORPORATE BOUNDARIES OF THE
TOWN OF TUNICA, MISSISSIPPI

NO. 7688

DECREE APPROVING, RATIFYING AND CONFIRMING
EXTENSION OF THE CORPORATE BOUNDARIES OF
THE TOWN OF TUNICA, MISSISSIPPI

THIS DAY this cause came on to be heard before the Chancellor in the Courtroom of the Courthouse of Tunica County, in the Town of Tunica, Mississippi, on petition of the governing authorities of the Town of Tunica, Mississippi, for the approval, ratification and confirmation of proposed extension of the corporate boundaries of the Town of Tunica, Mississippi, and the Court having considered said petition and all evidence in support thereof, both oral and documentary, finds as follows:

That on September 3, 1968, the same being the first Tuesday in said month and the day fixed by law for the regular monthly meeting of the Mayor and Board of Aldermen of said Town of Tunica, a meeting of said Mayor and Board of Aldermen was held in the Municipal Hall of said Town at 7:30 o'clock P.M., and the following members of said Board were present, to-wit: Wallace Franklin, Mayor, and Harvey K. Ashe, H. D. Holmes, Jr., John H. Pritchard, Ralph L. Whittle, and James M. Wilson, Aldermen and M. H. Nelson, Clerk.

That at said meeting there was passed and adopted an ordinance in the manner prescribed by law for the extension of the corporate limits of the Town of Tunica, Mississippi, said ordinance describing the territory to be included in said extension, describing the improvements to be

made in the annexed territory, the manner and extent of such improvements and the time within which such improvements are to be made, and the public services which said Town will render in such annexed territory, and in all respects said ordinance complies with the provisions of Section 10, Chapter 491, Laws of Mississippi of 1950, as amended.

That thereafter on September 23, 1968, the said Town of Tunica, Mississippi, acting by and through the said Wallace Franklin, the duly elected, qualified and acting Mayor of the said Town of Tunica, and Harvey K. Ashe, H. D. Holmes, Jr., John H. Pritchard, Ralph L. Whittle, and James M. Wilson, the duly elected, qualified and acting members of the Board of Aldermen of said Town, filed herein under the provisions of Chapter 491, Laws of Mississippi of 1950 as amended, said petition for the approval, ratification and confirmation of said proposed extension of the corporate boundaries of the Town of Tunica, Mississippi; that attached to said petition is a true and correct copy of said ordinance, duly certified by M. H. Nelson, Clerk of said Town of Tunica, and also attached to said petition is a map or plat of the municipal boundaries of the said Town of Tunica, Mississippi, as the same will exist after said enlargement becomes effective, such boundary lines being shown on said plat in red.

And it further appearing unto the Court that said ordinance was published for the time and in the manner prescribed by law and proof of publication thereof in proper form is made an Exhibit to said petition and is on file in this cause.

And it further appearing to the Court that by order of this Court dated September 27, 1968, entered in Minute Book 19 at page 105, Tuesday, November 26, 1968, at 10:00 o'clock A.M., in the Courtroom of the Courthouse of Tunica

County in the Town of Tunica, Mississippi, was fixed as the day and hour and place for a hearing on said petition, and by said order said Clerk was directed to cause notice to be published and posted as required by law to the effect that the persons interested in, affected by or being aggrieved by said proposed enlargement of said Town of Tunica would have the right to appear at such hearing and present their objections to such enlargement, if any, said notice to be in substantially the form attached to said order.

And it further appearing that the Clerk caused said notice to be published once a week for three consecutive weeks in the Tunica Times-Democrat, a newspaper published in the Town of Tunica, Mississippi, and having a general circulation therein, as follows, to-wit: on October 3, 1968, October 10, 1968, and October 17, 1968, and it further appearing that proof of publication of such notice has been filed herein and that three copies of said notice were posted in three public places in the Town of Tunica, Mississippi, and three of such notices were posted in three public places in the territory to be included in said Town by said extension. And it further appearing that the first publication of such notice and said notice was posted at least thirty (30) days prior to the date fixed for this hearing on said petition.

And it further appearing to the Court that by the terms of said ordinance, it is proposed that the corporate limits of said Town of Tunica be extended on the East side of and adjacent to the present corporate limits of said Town so as to include the following territory in Tunica County, Mississippi, to-wit:

Beginning at a point on the East boundary of Section Five (5), Township Five (5) South of Range Eleven (11) West 185 feet South of the North boundary of said Section Five (5); run thence North along the Eastern boundary of said Section 5 and the Eastern boundary of Section 32, Township 4 South, Range 11 West to a point in the Eastern boundary of Lot 1 of the Abbay & Leatherman Subdivision to the Town of Tunica, as shown by plat thereof on record in the office of the Chancery Clerk of said County in Plat Book 1 at page 60, which point is 130 feet South of the Northeast corner of said Lot 1; run thence in a Westerly direction parallel with the Northern boundary of said Abbay & Leatherman Subdivision to a point on the Western boundary of Lot 3 of said Abbay and Leatherman Subdivision; run thence North a distance of 150 feet to a point on the Southern boundary of First South Street East extended; thence South 82 degrees 00 minutes East 100.2 feet along the South side of First South Street East extended to intersect the West boundary of Federal Highway No. 61 right of way; thence North 82.8 feet along said right of way; thence North 55 degrees 45 minutes East 21.2 feet along said right of way to intersect the Section line between Sections 32 and 33, Township 4 South, Range 11 West, at a point 1,027 feet North of the South common corner of said Sections; thence North 55 degrees 45 minutes East 18.8 feet along said right of way; thence North 00 degrees 30 minutes East 334.0 Feet along said right of way; thence North 82 degrees 00 minutes West 19.0 feet to intersect said Section line; run thence North along the Eastern boundary line of said Section 32 to a point 150 feet South of the point where the southern boundary of First North Street East extended intersects the Eastern boundary line of said Section 32; thence West parallel with the Southern boundary of First North Street East extended

a distance of 150 feet; run thence North 0 degrees East a distance of 250.76 feet to the Southeast corner of Lot 6 of Block 13 of the Abbay & Howard Subdivision to the Town of Tunica, Mississippi, as shown by the plat of said Subdivision on file and on record in Plat Book 1 at page 85 of said records; thence continuing North 0 degrees East a distance of 323.10 feet along the East boundary line of Lots 1 and 6, Block 13 of said Abbay & Howard Subdivision; thence East along the Southern boundary of Second North Street East extended a distance of 205.65 feet to the West right of way boundary of U. S. Highway No. 61; thence North along the Western boundary of the right of way of U. S. Highway No. 61 to a point on the North boundary of Fifth North Street extended; run thence West along the North line of Fifth North Street extended to a point on the Eastern boundary of the right of way of a public road which runs North and South along the Eastern boundary of Section 32, Township 4 South, Range 11 West; run thence North 0 degrees 3 minutes West along the Eastern boundary of said public road a distance of 615.92 feet to a point; run thence South 82 degrees East along the South boundary of the Tunica County Hospital property and said line extended to the center line of U. S. Highway No. 61; run thence South along the center line of said highway to a point 185 feet south of the Northern boundary of said Section 5, Township 5 South, Range 11 West; run thence West a distance of 30 feet more or less to the point of beginning.

And it further appearing to the Court that by the terms of said ordinance, it is proposed that the corporate limits of said Town of Tunica be extended on the North

side of and adjacent to the present corporate limits of said Town so as to include the following territory in Tunica County, Mississippi, to-wit:

Beginning at the stone on the West boundary of Lot 5 of Block 15 of the Abbey & Howard Subdivision No. 3 to the Town of Tunica as shown by the map or plat thereof recorded in Plat Book 2 at page 6 of the records of said County, which stone is located 50 feet South of the Northwest corner of said Lot 5, and run thence West a distance of 812 feet more or less along the South boundary of the property of F. J. Jacks and across the Tunica County public road and the right of way of the Illinois Central Railroad and along the Northern boundary of the property belonging to the Planters Oil Mill of Tunica to an iron pipe at the Northwest corner of the property belonging to said Oil Mill; thence continuing along the property line of the said Planters Oil Mill as follows; run thence South 8 degrees West 264 feet to a point; run thence North 82 degrees West 263.7 feet to a point; run thence South 0 degrees 3 minutes west 559.6 feet to a point; run thence South 82 degrees East a distance of 127.9 feet to a point; thence leaving the property line of said Oil Mill; thence South 8 degrees West a distance of 60 feet, more or less, to the Southwest corner of the A. P. Dacus lot as described in Deed Book Q-2 at page 218 of the records of Tunica County, Mississippi; run thence South 82 degrees East along the North line of said A. P. Dacus lot a distance of 320 feet to the Northeast corner of said A. P. Dacus lot; run thence South 8 degrees West parallel with the main tract of the Illinois Central Railroad and along the Western margin of Edwards Avenue

extended a distance of 148 feet and 3 inches; run thence South 82 degrees East 156 1/2 feet to the center of the main tract of said railroad; run thence South 82 degrees East 290 feet to a point; run thence North parallel with the Western boundary of First East Avenue a distance of 580 feet to a point; run thence East parallel with the North boundary of Fifth North Street a distance of 160 feet to the Northeast corner of Lot 5 of Block 6 of the Abbay & Howard Subdivision No. 3; run thence North 8 degrees East a distance of 415 feet to a point on the South boundary of Lot No. 5 of Block 15 of said Abbay & Howard Subdivision No. 3; run thence North 43 degrees 20 minutes west a distance of 64.04 feet to the point of beginning.

And it further appearing to the Court that the boundaries of said Town after being extended to take in said above described territory will be as follows, to-wit:

Beginning in the West line of the present corporation at a point in the half section line of Section 32, Township 4 South, Range 11 West, Tunica County, Mississippi, which said point is 218.3 feet North from the Southwest corner of the Southeast Quarter (SE 1/4) of said Section 32 West; run thence South 8 degrees West parallel with the main tract of the Illinois Central Railroad Company 2,354.4 feet to a stake; thence South 88 degrees 56 minutes East (in a line coincident with the South boundary of the Tunica County High School lot extended) 1,930.8 feet to a stake; thence North 8 degrees East (in East line of Cummins Avenue extended) parallel with said main track of the Illinois Central Railroad Company 1,941.5 feet, more or less, to a point 185 feet South of the Southern Boundary of said Section 32; run thence in an Easterly direction parallel with the Southern boundary of said Section 32 to the center of U. S. Highway No. 61;

run thence North 2 degrees 21 minutes East along the center line of U. S. Highway No. 61 to a point in the south boundary line of the property of the Tunica County Hospital extended to intersect said center line; run thence North 82 degrees West along the Southern boundary extended and the Southern boundary of said Hospital property to a stone at the Northwest corner of Lot 6 in Block 1 of the Abbey & Howard Subdivision No. 3 as shown by the plat thereof recorded in Plat Book 2 at page 6 of the records of said County; run thence South 8 degrees West a distance of 50 feet to the Northeast corner of lot 7 of said Block One (1) of said Abbey & Howard Subdivision No. 3; run thence North 82 degrees West along the Northern boundaries of Lot Seven (7) of Block One (1) and Lots Seven (7) and Eight (8) of Block Fourteen (14) and across East Irwin Avenue a distance of 410 feet to the Northwest corner of said Lot Eight (8) of Block Fourteen (14); run thence South 8 degrees West along the Eastern boundary of West Irwin Avenue a distance of 10 feet to a point; run thence North 82 degrees West along the Northern boundary of Lot Five (5) of Block Fifteen (15) and across West Irwin Avenue a distance of 210 feet to the Northwest corner of said Lot Five (5) of Block Fifteen (15); run thence South 8 degrees West a distance of 50 feet to a stone on the West boundary of said Lot Five (5); run thence West a distance of 812 feet more or less, along the South boundary of the property of F. J. Jacks and across the Tunica County public road and the right of way of the Illinois Central Railroad and along the Northern boundary of the property belonging to the Planters Oil Mill of Tunica to an iron pipe at the Northwest corner of the property belonging to said Oil Mill; thence continuing along the property line of said Planters

run thence North 82 degrees West 263.7 feet to a point;
run thence South 0 degrees 3 minutes West 559.6 feet to
a point; run thence South 82 degrees East a distance of
127.9 feet to a point; thence leaving the property line
of the Oil Mill property; thence South 8 degrees West a
distance of 60 feet more or less, to the Southwest corner
of the A. P. Dacus lot as described in Deed Book Q-2 at
page 218 of the records of Tunica County, Mississippi;
run thence South 8 degrees West 148 feet 3 inches;
thence North 82 degrees West 439.5 feet to a stake
in the half section line of Section 32, Township 4
South, Range 11 West, aforesaid; thence South on
said half section line 946.3 feet to a stake; thence
North 82 degrees West 628 feet to a stake; thence
South 1,540 feet to a stake; thence South 81 degrees
East 628 feet to a stake in the aforesaid half section
line of said Section 32, Township 4 South, Range 11
West; thence South 638.7 feet to the point of beginning.

And it further appearing to the Court from the
evidence submitted in support of said petition that said
proposed enlargement is reasonable and is required by the
public convenience and necessity and that reasonable
public and municipal services will be rendered in the
annexed territory within a reasonable time, and that said
ordinance and the extension of said corporate boundaries
of the Town of Tunica, Mississippi, should be ratified,
approved and confirmed.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED
that said ordinance and said proposed enlargements of the
Town of Tunica, Mississippi, be and the same are hereby
ratified, approved and confirmed, and the Clerk of this
Court is hereby directed from and after ten (10) days from
the date hereof to forward to the Secretary of State of

BOOK 19 PAGE 217

the State of Mississippi, a certified copy of this decree.

THUS ORDERED, ADJUDGED and DECREED, this the 26th
day of November, 1968.

James L. Roberts
CHANCELLOR

STATE OF MISSISSIPPI

COUNTY OF TUNICA

I, Hugh J. Hawkins, Chancery Clerk of Tunica County
hereby certify that the foregoing is a true and correct
copy of a Decree of the Chancery Court of said County
Ratifying the Extension of the Boundaries of the Town
of Tunica, Mississippi and that no appeal has been
taken therefrom.

NOV 26 1968
TUNICA COUNTY
HUGH J. HAWKINS
BY *Hugh J. Hawkins*

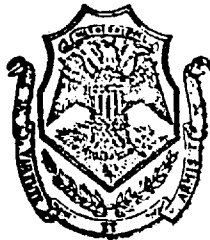
WITNESS MY HAND AND OFFICIAL
SEAL, THIS THE 11th day of
December, 1968.



Leach O. Adams
Chancery Clerk

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State of Mississippi



Office of Secretary of State
Jackson

Certificate of Incorporation

of

GRENADA BENEFIT ASSOCIATION, INCORPORATED

The undersigned, as Secretary of State of the State of Mississippi hereby certifies that duplicate originals of Articles of Incorporation for the above named corporation duly signed and verified pursuant to the provisions of the Mississippi Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this CERTIFICATE OF INCORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Seal of Office,

this the 16th day of December,

19 68.

Heber Ladner
SECRETARY OF STATE.



(TO BE EXECUTED IN DUPLICATE)
ARTICLES OF INCORPORATION
OF

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NOV 15 1968

GRENADA BENEFIT ASSOCIATION, INCORPORATED

INSURANCE DEPT

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

FIRST: The name of the corporation is GRENADA BENEFIT ASSOCIATION,
INCORPORATED

SECOND: The period of its duration is 99 years
(May not exceed 99 years)

THIRD: The specific purpose or purposes for which the corporation is organized stated in general terms are:

The purpose for which it is created: (a) To engage within the state of Mississippi in the business of a burial association under the provisions as provided for and contemplated by Sub-section (a) of Section 1, House Bill No. 856, as enacted by the legislature during the Regular Session, 1956, and under the provisions set forth by Chapter 1, Title 22, Mississippi Code of 1942, as amended; to engage in making burial insurance contracts with citizens of this state, either on an individual, family, wholesale or group basis, in a face amount of not more than Four Hundred Fifty Dollars (\$450.00) for the funeral of any one person to be paid by the corporation, the benefits shall be limited to applying the face amount of the contract towards the retail value of funeral merchandise and service; to do all things necessary in the premises in strict compliance with all laws governing said corporation, and subject to all terms and conditions of such burial insurance contracts, and otherwise, to do all things as required by law. (b) The business of said corporation shall be conducted according to sound business principles with respect to the administration, reserves, forms of burial insurance contracts, economics in operation, accounting methods, records, public relations and otherwise. Commensurate with business financing and business management methods, the corporation shall furnish maximum benefits at minimum cost to beneficiaries of such burial insurance contracts to be issued by the corporation; and, insofar as may be feasible and practical, will make the benefits available to the greatest number of people in the State of Mississippi.

(It is not necessary to set forth in the Articles of Incorporation any of the powers set forth in section 4 of the Mississippi Business Corporation Act).

(Use the following if the shares are to consist of one class only)

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Fifty (50) shares of the par value of One Hundred and No/100 Dollars

(\$ 100.00) each (or without par value) (par value or sales price shall not be less than \$1.00 per share) (If no par shares are set out, then the sales price per share, if desired)

(Use the following if the shares are divided into classes)

FOURTH: The aggregate number of shares which the corporation is authorized to issue is _____, divided into _____ classes. The designation of each class, the number of shares of each class and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Number of Shares	Class	Series (If any)	Par Value per Share or Statement That Shares are Without Par Value
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NOT APPLICABLE

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HEBER LADNER
SECRETARY OF STATE

The preferences, limitations and relative rights in respect of the shares of each class and the variations in the relative rights and preferences as between series of any preferred or special class in series are as follows: (Insert a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series)

NOT APPLICABLE

FIFTH: The corporation will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of shares.

SIXTH: Provisions granting to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

Shareholders shall have preemptive rights to acquire additional or treasury shares.

SEVENTH: The post office address of its initial registered office is _____

_____ First Street Grenada, Mississippi
(Street and Number) (City) (State)

_____, and the name of its initial registered agent at such address is Frances Murray _____

EIGHTH: The number of directors constituting the initial board of directors of the corporation, which must be not less than three (3), is _____ three _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	STREET AND POST OFFICE ADDRESS
C. O. PATE, PRESIDENT	Senatoba, Mississippi
M. HAMRIC HENRY, VICE PRESIDENT	Water Valley, Mississippi
FRANCES MURRAY, SECRETARY-TREASURER	Grenada, Mississippi

NINTH: The name and post office address of each incorporator is:

NAME	STREET AND POST OFFICE ADDRESS
C. O. PATE	Senatobia, Mississippi
M. HAMRIC HENRY	Water Valley, Mississippi
FRANCES MURRAY	Grenada, Mississippi

(Here set forth any provision, not inconsistent with law, which is desired to be set forth in the Articles: Including, any provision restricting the transfers of shares or any provision required or permitted to be set forth in the by-laws)

The sale or transfer of capital stock of the corporation shall be restricted as follows:

The corporation reserves and retains a first option to purchase the stock at par value thereof. Before any sale or transfer of stock is made, the shareholder shall first notify the corporation, in writing, of his intention to sell or transfer the stock. The corporation, upon receipt of said notice from the shareholder, shall within sixty (60) days notify the shareholder, in writing, of its intention to exercise option to purchase, and, if the said option is exercised the corporation shall purchase the stock within sixty (60) days from the date of said notice to the shareholder.

Dated November 1, 1968.

Charles O. Pate

Mrs. Frances Murray
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of GRENADA

This day personally appeared before me, the undersigned authority C. O. PATE

M. HAMRIC HENRY, FRANCES MURRAY

Incorporators of the corporation known as the _____
who acknowledged that they signed and executed the above and foregoing articles of incorporation as their
act and deed on this the 1st day of November, 1968

Robert J. Bell
Notary Public

My Commission expires _____ Commission Expires June 30, 1971.
(NOTARIAL SEAL)

Note: On all addresses the street and number must be shown if there is a street or number)

CERTIFICATE OF APPROVAL OF THE INSURANCE COMMISSIONER
OF THE STATE OF MISSISSIPPI

THE STATE OF MISSISSIPPI
COUNTY OF HINDS

I, the undersigned, Walter Dell Davis, duly
elected, qualified and acting Commissioner of
Insurance of the State of Mississippi, do hereby
certify that I have examined the foregoing Articles
of Incorporation of Grenada Benefit Association,
Incorporated, Grenada, Mississippi, and I do hereby
approve the same as provided by Title 22, Chapter 1,
Mississippi Code of 1942, annotated.

Given under my hand and seal of office on
this the 11 day of December, 1968.



Commissioner of Insurance



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State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

COAST COUNTIES CHAPTER

OF

MISSISSIPPI ASSOCIATION OF MEDICAL ASSISTANTS, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 16th day of December A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner
Secretary of State

CERTIFIED COPY OF RESOLUTION OF MEMBERS OF
COAST COUNTIES CHAPTER OF
MISSISSIPPI ASSOCIATION OF MEDICAL ASSISTANTS

RESOLVED, that Anna B. Ward, Mary Ellen Ladner and Ruth Ware, all of whom are members of the Coast Counties Chapter of Mississippi Association of Medical Assistants and are adult resident citizens of the State of Mississippi, be and they hereby are authorized, empowered and directed to made application to the State of Mississippi, pursuant to the provisions of House Bill No. 1335 of the Regular 1968 Legislative Session of the State of Mississippi, for a charter for a nonprofit corporation to be known as "Coast Counties Chapter of Mississippi Association of Medical Assistants, Inc."

RESOLVED FURTHER, that the said Anna B. Ward, Mary Ellen Ladner and Ruth Ware 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 Coast Counties Chapter of Mississippi Association of Medical Assistants, Inc.

* * * * *

STATE OF MISSISSIPPI

COUNTY OF HARRISON

I, Ruth Ware, do hereby certify that I am the duly elected and qualified secretary of Coast Counties Chapter of Mississippi Association of Medical Assistants, and that the foregoing is a true and correct copy of a resolution which was unanimously adopted at a regular meeting of said organization held on September 24, 1968, at which meeting a quorum of the members of said organization was present in person; and, I further certify that said resolution has not been modified, amended or rescinded and that it is presently in full force and effect.

WITNESS my signature, this 30th day of September, 1968.

Ruth Ware

Ruth Ware, Secretary

THE CHARTER OF INCORPORATION
OF
COAST COUNTIES CHAPTER
OF
MISSISSIPPI ASSOCIATION OF MEDICAL ASSISTANTS, INC.

1. The corporate title of said company is: Coast Counties Chapter of Mississippi Association of Medical Assistants, Inc.
2. The names and addresses of the incorporators, each of whom are adult resident citizens of the State of Mississippi, are:

Anna B. Ward, 206 Locust Street, Gulfport, Mississippi
Mary Ellen Ladner, 2nd Street, Bay St. Louis, Mississippi.
Ruth Ware, 9th Street, Gulfport, Mississippi
3. The domicile is at 206 Locust Street, Gulfport, Mississippi
4. This corporation shall be a non-share, non-profit, fraternal association; shall issue no shares of stock; shall divide no dividends or profits among its members; expulsion shall be the only remedy for non-payment of dues; each member shall be vested with the right to one vote in the election of all officers; the loss of membership by death or otherwise shall be the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts but the entire corporate property shall be liable for the claims of creditors.
5. The period of existence shall be perpetual.
6. The purpose of which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated.

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

- (A) The purpose of the association shall be to encourage and inspire its members to render honest, loyal and more efficient service to the profession of Medical Assistants and to the public which they serve.
- (B) To strive at all times to cooperate with the medical profession in improving public relations.
- (C) To render educational services for the self-improvement of its members and to stimulate a feeling of fellowship and cooperation.

- (D) To encourage and assist, but not as a member of, all unorganized medical assistant associations in forming local and state societies.
- (E) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereto, to be impressed or affixed or in other manner reproduced.
- (F) To sue and be sued, complain and defend, in its corporate name.
- (G) To make contracts 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.
- (H) To invest and reinvest its funds for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested.
- (I) To elect or appoint such officers, members and agents of the corporation, who may be directors or members, and define their duties.
- (J) To enact and enforce By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the governing of this association and to alter and amend same by a majority vote of those present at any regular or special meeting of the members of this corporation.
- (K) To cease its corporate activities and surrender its corporate franchise.
- (L) To have and exercise all powers reasonably necessary to accomplish the purposes and exercise the powers provided for in this charter and by By-Laws; no By-Law of this corporation shall be violative of the laws of the State of Mississippi.
- (M) Said By-Laws shall, among other things, prescribe the qualifications, for membership in this corporation.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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. This corporation is not, nor shall it act as or become a trade union or collective bargaining agency of any kind.

Anna Ward

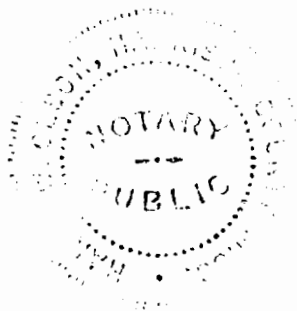
Mary Ellen Ladner

Ruth Ware

STATE OF MISSISSIPPI

COUNTY OF ~~MISSISSIPPI~~ HARRISON

This day personally appeared before me, the undersigned authority, Anna B. Ward, Mary Ellen Ladner, and Ruth Ware, incorporators of the corporation known as Coast Counties Chapter of Mississippi Association of Medical Assistants, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this, the 29th day of Oct., 1968.



Herby C. Clev

Notary Public

My Comm. Exps: Jan 12, 1970

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

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 16, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CENTRAL MISSISSIPPI COIN ASSOCIATION, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 13th day of December A. D., 1968.



John Lee Williams
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF CENTRAL MISSISSIPPI COIN 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 Central Mississippi Coin Association an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Randolph S. Kuriger, Evelyn S. Rollo, and Steven B. White are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Central Mississippi Coin 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, Steven B. White, 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 September, 1968, at Rebel Coin Shop, 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

September, 1968.

Steven B. White
SECRETARY

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

THE CHARTER OF INCORPORATION OF

CENTRAL MISSISSIPPI COIN ASSOCIATION, INCORPORATED

1. The corporate title of said company is: Central Mississippi Coin Association, 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
------	--------------	------	-------

Randolph S. Kuriger, 3903 Greaves Street, Jackson, Mississippi

Evelyn Rollo, 914 Hunt Street, Jackson, Mississippi

Steve White, 1514 Burton Street, Jackson, Mississippi

All incorporators are adult resident citizens of Jackson,
Hinds County, Mississippi

3. The domicile is at 609 West Capitol Street, Jackson, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization. As authorized by the provisions of ~~Section 5310, Revised Code of Mississippi~~ Section 5310, Mississippi Code of 1972 of ~~1962 and amendments thereto~~ House Bill 1335 Regular Session 1968 Mississippi Legislature.)

The said corporation is non-profit and no shares of stock shall be issued. The type of organization shall be one for the study, acquisition, exchange and dissimulation of numismatics, or a lyceum association, ~~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:
 1. To further by all proper and legal means the study of numismatics. To conduct from time to time at various places numismatic lectures and exhibitions. To encourage among collectors the exchange of numismatics.
 2. To collect from members and the public, from time to time funds necessary to maintain the organization and only to such an extent as is reasonably necessary to accomplish its purpose.
 3. No dividends shall be declared or paid to members and no members shall personally gain or secure individual profit from said corporation.
 4. None of the property obtained by the corporation, real, personal, or mixed shall ever be used or expended except in carrying out legitimate ends and aims.

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:

Randolph S. Kuriger
Randolph S. Kuriger

Evelyn Rollo
Evelyn Rollo

Steve White
Steve White

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority

Randolph S. Kuriger, Evelyn Rollo, Steve White

incorporators of the corporation known as the Central Mississippi Coin Association
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as
(his) (their) act and deed on this the 9th day of December, 1968

STATE OF MISSISSIPPI

My Commission Expires January 26, 1970

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 10 day of Dec
A.D., 1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., December 12, 1968

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.

Joe T. Patterson
Attorney General
By Maurice R. Black
Assistant Attorney General

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

State of Mississippi



EXECUTIVE

OFFICE

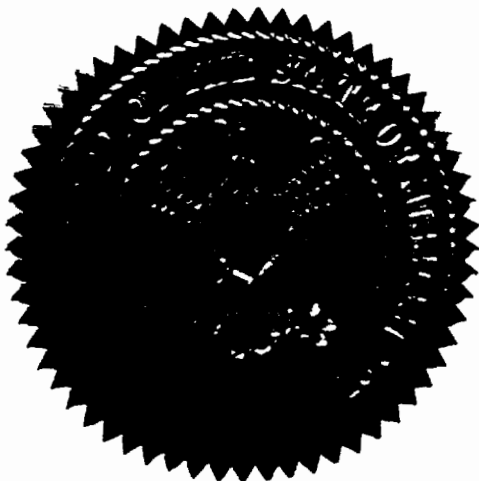
JACKSON

The within and foregoing Charter of Incorporation of

TOWNSEND FOUNDATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 16th day of December A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION

WHEREAS Claude Townsend, James Metts, Jr., Clara Louise Townsend, and Joe Jack Hurst have formed Townsend Foundation, an Association for the purpose of promoting and spreading the Gospel of the Lord Jesus Christ; and

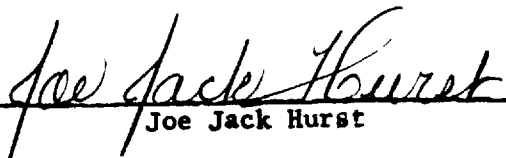
WHEREAS it appears to this Association that it is desirable that this Association be incorporated to carry on the purposes for which it is organized;

THEREFORE, BE IT RESOLVED that this Association incorporate using the name "Townsend Foundation, Inc." and that the following three persons be and they are hereby authorized to proceed with the incorporation of this Association and are authorized to execute any and all papers which may be necessary to complete the incorporation of this Association:

Claude Townsend	Route One	Florence, Mississippi
James Metts, Jr.	P. O. Box 97	Florence, Mississippi
Clara Louise Townsend	Route One	Florence, Mississippi

I certify that the above and foregoing Resolution was unanimously approved at a duly and properly authorized meeting of the Association, by all four members of the Association who participated and voted.

WITNESS MY SIGNATURE THIS 13th DAY OF DECEMBER, 1968.



Joe Jack Hurst

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

TOWNSEND FOUNDATION, INC.

1. The corporate title of said company is: TOWNSEND FOUNDATION, 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.) All of the said incorporators are adult resident citizens of the State of Mississippi

Name	Street & No.	City	State
Claude Townsend	Route One	Florence,	Mississippi
James Metts, Jr.	P.O. Box 97	Florence,	Mississippi
Clara Louise Townsend	Route One	Florence,	Mississippi

3. The domicile is at Route One Florence Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.) This corporation is a non-profit corporation as authorized by the provisions of House Bill 1335 Laws of Mississippi, 1968.
The Corporation is non-profit and no shares of stock shall be issued; the type of organization shall be a corporation, non-profit, to spread the Gospel of the Lord Jesus Christ, a religious corporation.

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation shall be distributed to a non-profit religious tax exempt organization qualifying as tax exempt within the intentment of Section 501 (c) of the Internal Revenue Code of 1954 and its Regulations as the same now exists or as they may be hereafter amended from time to time.

5. Period of existence shall be perpetual.

6. The purpose for which it is created.

The Corporation is created to promote the Gospel of the Lord Jesus Christ.

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

~~The names and addresses of the directors until the first annual meeting of the Corporation are as follows:~~

Claude Townsend,	Route One, Florence, Mississippi
James Metts, Jr.	PO Box 97, Florence, Mississippi
Clara Louise Townsend	Route One, Florence, 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.

The rights and powers that may be exercised by the corporation, in addition to the foregoing, are those conferred by Chapter 4, Title 21, Code of Mississippi of 1942, and amendments thereto.

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: Handwritten Signature
James M. Metts, Jr.
Clara Louise Townsend

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority

Claude Townsend, James M. Metts, Jr. and Clara Louise Townsend

incorporators of the corporation known as the Townsend Foundation, Inc.

who acknowledged that (X) (they) signed and executed the above and foregoing articles of incorporation as (X)

(their) act and deed on this the 1st day of August, 1967

My Commission Expires:
January 14, 1970

Joe Jack Hurst
NOTARY PUBLIC

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority

Claude Townsend, James M. Metts, Jr. and Clara Louise Townsend

incorporators of the corporation known as the Townsend Foundation, Inc.

who acknowledged that (X) (they) signed and executed the above and foregoing articles of incorporation as (X)

(their) act and deed on this the 13th day of December, 1968

My Commission Expires:
January 14, 1970

Joe Jack Hurst
NOTARY PUBLIC

Received at the office of the Secretary of State this the 8 day of August,
A.D., 1967, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss.,

19

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

Attorney General

Attorney General

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

Received at the office of the Secretary of State, this the 13 day of Dec

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 13, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ECONOMIC DEVELOPMENT DISTRICT OF NORTH CENTRAL 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 19th day of December, 1968.

John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State



THE CHARTER OF INCORPORATION OF ECONOMIC DEVELOPMENT
DISTRICT OF NORTH CENTRAL MISSISSIPPI, INC.

1. The corporate title of said company is: Economic Development District of North Central Mississippi, Inc.

2. The names of the incorporators are:

<u>NAME</u>	<u>STREET AND NO.</u>	<u>CITY</u>	<u>STATE</u>
J. A. Knight	304 North Street	Lexington	Mississippi
John C. Love, Sr.	P. O. Box 537	Kosciusko	Mississippi
W. L. Kellum	115 Grand Avenue	Greenwood	Mississippi
R. A. Cooper	c/o County Agent's Office	Carrollton	Mississippi
Grady Ellis	General Delivery	Kilmichael	Mississippi
George Williams	Route 4	Grenada	Mississippi

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

3. The domicile is at - Winona, Mississippi

4. This corporation is a non-profit, non-share civic improvement organization and shall not have any capital or stock.

5. The period of existence shall be perpetual.

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

A. To aid and promote the civic improvement and economic development of the following seven counties comprising the District: Attala, Carroll, Grenada, Holmes, Leflore, Montgomery and Yalobusha, with the privilege of adding adjoining and adjacent counties upon request by the Board of Supervisors of any such adjoining and adjacent county.

B. To provide technical assistance which will be useful in alleviating or preventing conditions of excessive unemployment or under-employment within the Economic Development District of North Central Mississippi. Such assistance includes, but is not limited to, project

planning and feasibility studies, management and operational assistance and studies evaluating the needs of, and developing potentialities for, economic growth of the District. Such assistance may be provided by the Corporation through members of its staff or through the employment of private individuals, partnerships, firms, corporations and other suitable institutions under contracts entered into for such purposes.

C. To promote, stimulate, develop and advance economic potentials, business prosperity and the general welfare of the United States and its citizens, the State of Mississippi, and its citizens and the citizens of the Economic Development District of North Central Mississippi by:

1. Promoting, stimulating, developing and advancing the cooperation between public and private enterprises in the economic development of depressed areas.

2. Harnessing the varied resources and abilities available to the counties comprising the district to build a solid base for expanding industry.

3. Cooperating with Federal and State Governments by assisting communities, areas, counties and regions suffering substantial and persistent unemployment and underemployment in taking effective steps in planning and financing the public works and development facilities.

4. Promoting an active partnership among officials at every level of government - local, county, state and federal.

D. This corporation is organized as a non-profit, non-share civic improvement corporation and no member of the corporation shall receive any profit from the operation of the corporation.

E. The qualifications for membership in this corporation shall be determined by its by-laws. Among those eligible for membership shall be elected public officials, officers and directors of private entities, others representing major business classifications, representatives of minority groups and other organizations representing the residents of the District.

~~F. The representative or representatives from each county shall~~

compose the membership of this corporation and shall act in formulating plans and programs for adoption in various areas in the district and the formulation of an overall economic development plan for the district to assist in alleviating the underemployment and unemployment of the district.

G. To carry out the purposes of this corporation within a reasonable time after the issuance of this Charter of Incorporation, the members of the corporation shall meet upon call of any one or more of the incorporators and organize the corporation under this Charter including the election of officers and directors and such other things as are required under the Laws of the State of Mississippi concerning non-profit, non-share corporations.

H. This corporation may receive money, materials, labor and any and all other real and personal property from private individuals, private corporations, and any and all city, county, state and federal governmental agencies in any lawful manner; such receipts and acquisitions as may be received by the corporations to be expended under the direction of the Board of Directors of the corporation. The corporation may exercise all of the rights and powers herein specified, as well as all others not contrary to law or the by-laws of the corporation including the right to sue and be sued and complain and defend in its corporate name in all of the courts and to deal with the corporate assets in the manner as provided in the by-laws, not contrary to law, and, in general, exercise all of the rights and powers reasonable necessary to accomplish the stated purposes of the corporation and which are not contrary to the laws and statutes of the State of Mississippi applicable to non-profit, non-share corporations.

I. This corporation is formed for the further purpose of receiving and taking advantage of the benefits, monetary and otherwise, provided or available under the provisions of the Public Works and Economic Development Act of 1965, Public Law 8-136, as promulgated by the 89th Congress of the United States of America, and all subsequently enacted federal and state legislation under which this corporation may qualify for benefits.

J. The corporation may adopt, alter and amend the by-laws, by majority vote of the members present at any regular or special meeting to regulate the internal affairs of the corporation and may specify the qualifications for membership in the corporation including the officers, directors and agents to be elected and appointed and the duties and responsibilities of each, including any other matters which the members deem necessary to be set out in such by-laws; and to levy and enforce collection of assessments, as distinguished from dues, as provided in the bylaws.


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. In the event of dissolution of this corporation none of the remaining assets, if any, of this corporation shall be distributed to any member of the corporation, but shall be distributed to those corporations exempt under the provisions of the United States Internal Revenue Code, to be selected by the membership.

James C. West
J. A. Smith
J. L. Smith
Henry J. Ellis
Wm. L. Cooper
Wm. L. Miller

STATE OF MISSISSIPPI

COUNTY OF Attala

This day personally appeared before me, the undersigned authority, John O. Jones Jr., one of the incorporators of the corporation known as the Economic Development District of North Central Mississippi, Inc., who stated on oath that he is an adult resident citizen of the State of Mississippi, and who acknowledged that he signed, executed and delivered the above and foregoing Articles of Incorporation as his act and deed on this the 17th day of Dec., 1968.


My commission expires: 1-1-72

Charles England Chy. Clk
NOTARY PUBLIC
By A. L. L. Conner Jr.

STATE OF MISSISSIPPI

COUNTY OF Helms

This day personally appeared before me, the undersigned authority, J. A. Knight, one of the incorporators of the corporation known as the Economic Development District of North Central Mississippi, Inc. who stated on oath that he is an adult resident citizen of the State of Mississippi, and who acknowledged that he signed, executed and delivered the above and foregoing Articles of Incorporation as his act and deed on this the 17 day of Dec., 1968.

My commission expires: 1-1-72

Mrs. Elaine L. Lanning Chy. Clk
NOTARY PUBLIC

STATE OF MISSISSIPPI

COUNTY OF Reflow

This day personally appeared before me, the undersigned authority, W. L. Kellum, one of the incorporators of the corporation known as the Economic Development District of North Central Mississippi, Inc., who stated on oath that he is an adult resident citizen of the State of Mississippi, and who acknowledged that he signed, executed

and delivered the above and foregoing Articles of Incorporation as
his act and deed on this the 17th day of December, 1968.

Nathaniel McCall

CLERK of CHANCERY COURT

NOTARY PUBLIC

Leflore County, Miss.

My commission expires: 1/3/72

STATE OF MISSISSIPPI

COUNTY OF Montgomery

Personally appeared before me, the undersigned authority,

Grady L. Ellis, one of the incorporators of the corporation
known as the Economic Development District of North Central Mississippi,
Inc., who stated on oath that he is an adult resident citizen of the
State of Mississippi, and who acknowledged that he signed, executed
and delivered the above and foregoing Articles of Incorporation as
his act and deed on this the 18th day of December, 1968.

Jack Grace, Chancery Clerk

NOTARY PUBLIC

By Frances Montgomery, S.C.

My commission expires:

Chancery Clerk

Ex officio Notary Public

STATE OF MISSISSIPPI

My Commission Expires 1st Mon. Jan. 1972

COUNTY OF Cass

This day personally appeared before me, the undersigned authority,

Richard G. Cooper, one of the incorporators of the corporation
known as the Economic Development District of North Central Mississippi,
Inc., who stated on oath that he is an adult resident citizen of the
State of Mississippi and who acknowledged that he signed, executed and
delivered the above and foregoing Articles of Incorporation as his act
and deed on this the 18th day of December, 1968.

NOTARY PUBLIC

Minny H. Bess
Chancery Clerk

My commission expires:

January 1, 1972

STATE OF MISSISSIPPI

COUNTY OF Grenada

This day personally appeared before me, the undersigned authority,
George R. Williams, one of the incorporators of the corporation
 known as the Economic Development District of North Central Mississippi,
 Inc., who stated on oath that he is an adult resident citizen of the
 State of Mississippi, and who acknowledged that he signed, executed
 and delivered the above and foregoing Articles of Incorporation as his
 act and deed on this the 18th day of December, 1968

BARCLAY HARRIS, Chancery Clerk
 and Ex-Officio Notary Public

By Margaret Harris

D. C.

My Commission Expires First Monday in January, 1972

NOTARY PUBLIC

My commission expires:

STATE OF MISSISSIPPI

COUNTY OF _____

This day personally appeared before me, the undersigned authority,
 _____, one of the incorporators of the corporation
 known as the Economic Development District of North Central Mississippi,
 Inc., who stated on oath that he is an adult resident citizen of the
 State of Mississippi, and who acknowledged that he signed and executed
 and delivered the above and foregoing Articles of Incorporation as his
 act and deed on this the _____ day of _____, 1968.

NOTARY PUBLIC

My commission expires:

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

A. D., 1968, together with the sum of \$20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Walter Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 19, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL.

By Maurice R. Black
Assistant Attorney General.

RESOLUTION OF ECONOMIC DEVELOPMENT
DISTRICT OF NORTH CENTRAL MISSISSIPPI

WHEREAS, the Economic Development District of North Central Mississippi is an unincorporated civic improvement society heretofore formed for the purpose of civic improvement and economic development in the following counties: Attala, Carroll, Grenada, Holmes, Leflore, Montgomery and Yalobusha, with the privilege of adding adjoining and adjacent counties upon request by the Board of Supervisors of any such adjoining or adjacent counties.

WHEREAS, it is the desire of the Economic Development District of North Central Mississippi that they organize and obtain a Charter of Incorporation as a non-profit, non-share civic improvement corporation under the Laws of the State of Mississippi; and under the corporate name of Economic Development District of North Central Mississippi, Inc.

NOW, THEREFORE, BE IT RESOLVED that the following named seven (7) members in good standing in the Economic Development District of North Central Mississippi who are all adult resident citizens of the State of Mississippi, be, and they are hereby, authorized and directed to serve as incorporators of this civic improvement society, the said incorporators being fully authorized and empowered to prepare and present to the Secretary of State, State of Mississippi, Articles of Incorporation of this organization, and do any and all things necessary or convenient in the obtaining of a Charter of Incorporation for this civic improvement organization, to-wit:

J. A. Knight, 304 North St., Lexington, Miss.

John C. Love, Sr., Box 537, Kosciusko, Miss.

W. L. Kellum, 115 Grand Ave., Greenwood, Miss.

R. A. Cooper, c/o County Agent's Office, Carrollton

Grady Ellis, General Delivery, Kilmichael, Miss.


George Williams, Route 4, Grenada, Miss.

RESOLVED on this the 6th day of November, 1968.

CERTIFICATE

This is to certify that the above and foregoing is a true and correct copy of a resolution duly adopted by the Steering Committee of the North Central Economic Development District at its meeting held in Montgomery County, Mississippi, on November 6, 1968.

Witness my signature this the 19th day of December, 1968.



Dan Kimbrough
Acting Secretary

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State of Mississippi



Office of Secretary of State
Jackson

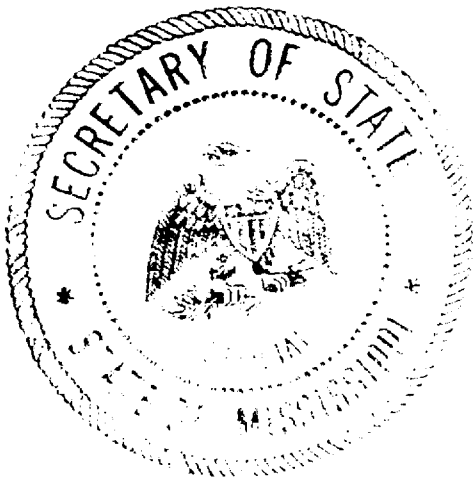
Certificate of Incorporation

of

STATEWIDE SAVINGS AND LOAN ASSOCIATION

The undersigned, as Secretary of State of the State of Mississippi hereby certifies that duplicate originals of Articles of Incorporation for the above named corporation duly signed and verified pursuant to the provisions of the Mississippi Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this CERTIFICATE OF INCORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Seal of Office.

this the 23rd day of December,

1968.

Heber Ladner

SECRETARY OF STATE.

THE CHARTER OF INCORPORATION
OF
STATEWIDE SAVINGS AND LOAN ASSOCIATION
A STOCK COMPANY

(1)

The Corporate Title of said Company is: STATEWIDE SAVINGS AND
LOAN ASSOCIATION.

(2)

The Names and Post Office Addresses of the Incorporators
are:

- | | | |
|-----|------------------------|--|
| 1. | C. B. BLAINE | 3032 Terry Road
Jackson, Mississippi |
| 2. | WALTER BIVINS | 235 Cooper Road
Jackson, Mississippi |
| 3. | J. C. McBEATH | RFD
Edwards, Mississippi |
| 4. | DR. NOEL McKEY | Utica, Mississippi |
| 5. | S. M. MILTON, JR. | P. O. Box 115
Raymond, Mississippi |
| 6. | H. B. GILLESPIE, III | P. O. Box 27
Raymond, Mississippi |
| 7. | TERRELL E. WISE | 1449 Douglas Drive
Jackson, Mississippi |
| 8. | M. D. KITCHENS | Utica, Mississippi |
| 9. | HUGH B. GILLESPIE, JR. | P. O. Box 27
Raymond, Mississippi |
| 10. | S. Y. TUPPER, JR. | Edwards, Mississippi |
| 11. | MINOR C. SUMNERS | Route 5, Box 214
Jackson, Mississippi |
| 12. | R. W. CARRAWAY | RFD
Utica, Mississippi |
| 13. | MALCOLM WARREN | Bolton, Mississippi |
| 14. | M. P. GIBSON | Old Byram Road
Jackson, Mississippi |
| 15. | ROGER STEWART | Raymond, Mississippi |

RECEIVED

SEP 12 1968

BOARD OF SAVINGS & LOAN
ASSOCIATIONS

(3)

The Principal Office of the Corporation shall be located in the Town of Raymond, Hinds County, Mississippi.

(4)

The amount of authorized Capital Stock is 1,000,000 Shares at One Dollar (\$1.00) par value per share, being \$1,000,000.00 of Common 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 Ninety-Nine (99) years.

(6)

The rights and powers that may be exercised by this Corporation are those conferred on it by House Bill Number 208, General Acts, Regular Legislative Session, 1962, and amendments thereto, being the Savings & Loan Act of 1962, Volume 4-A, Title 21, Chapter 3, Mississippi Code, 1942, Annotated; those conferred on it by Senate Bill Number 1712, Regular Legislative Session, 1962 and amendments thereto, being The Mississippi Business Corporation Act, Volume 4-A, Title 21, Chapter 4, Mississippi Code of 1942, Annotated, but as limited by The Savings & Loan Act of 1962, as amended, and the purpose for which this Corporation is created is the conducting of a Savings & Loan Business, and more specifically as follows:

(A) To supplement the depository facilities in this area for the savings of citizens and to supplement the means for local financing of homes, commercial, and industrial developments.

(B) To enable its members and borrowers to acquire Real Estate, to make improvements thereon, remove encumbrances therefrom, and to lend money to be repaid in monthly installments and otherwise, as may be permitted by law.

(C) To make loans to holders of savings and share accounts on the sole security of said accounts.

(D) To lend its funds on the security of liens on homes, combinations of homes, and business property, and on personal property, within the limitations prescribed by the Board of Savings &

Loan Associations of the State of Mississippi.

(E) To contract loans on real and personal property, and, in general, to do all acts authorized by The Savings & Loan Act of 1962, and amendments thereto.

(F) To own, buy, sell, discount, assign, transfer, and hypothecate any and all kinds of notes, evidences of debts, certificates of indebtedness, participating certificates, deeds of trusts, stocks, bonds, and other securities; to borrow money for its legitimate purposes, to dispose of its collateral or security when necessary and proper in the operation of its business, and to own, dispose of, hold and encumber any and all kinds of Real and Personal Property where not prohibited by law. To exercise of any of the powers hereinabove enumerated shall be restricted and limited to the extent which they are now, or might hereafter be, allowed by the laws of this State or by the lawful rules and regulations of The Savings & Loan Board.

(G) To act as agent or broker for others in the placing, servicing, or procuring of loans.

(H) To act as Fiscal Agent or Broker for the United States and for The State of Mississippi, where legally designated for that purpose, to the extent authorized and hereafter authorized by law.

(I) To adopt all necessary By-laws, not inconsistent with the laws of The United States, The State of Mississippi, and the Provisions of the Charter, providing for the management of its property, the regulations and government of its affairs, the types or classes of savings accounts and loans and, in general, for the general carrying out of purposes for which it is organized.

(J) To do all and everything necessary, suitable, and proper for the accomplishment of any other purposes or the attainment of any of the objects or the furtherance of the powers hereinabove set out, along with or in association with other corporations, firms or individuals, in the State of Mississippi and in the United States, to the full extent allowed by law.

(7)

The number of shares to be subscribed and paid for before the Corporation may begin business: 150,000 Shares of Common

Capital Stock of a total par value of \$150,000.00. All of said stock to be fully subscribed and fully paid for at a price of One Dollar and 25/100 (\$1.25) per share and the entire purchase price totaling \$187,500.00 to be paid into this Corporation before it may begin business.

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.

WITNESS OUR SIGNATURES, this the 12th day of September, 1968.

s/ C. B. Blaine
 s/ Walter R. Bivens
 s/ J. C. McBeath
 s/ Noel McKey
 s/ S. M. Milton Jr.
 s/ Hugh B. Gillispie Jr.
 s/ Terrell Wine
 s/ Mid Kitchen
 s/ Hugh B. Gillispie Jr.
 s/ S. Y. Fugate Jr.
 s/ B. W. Conway Jr.
 s/ Malcolm H. Warren
 s/ Mervin P. Gibson Jr.
 s/ Roger Stewart
 s/ Miss C. Sumner

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, C. B. BLAINE, WALTER BIVINS, J. C. McBEATH, DR. NOEL McKEY, S. M. MILTON, JR., H. B. GILLESPIE, III, TERRELL E. WISE, M. D. KITCHENS, HUGH B. GILLESPIE, JR., S. Y. TUPPER, JR., MINOR C. SUMNERS, R. W. CARRAWAY, MALCOLM WARREN, M. P. GIBSON, and ROGER STEWART, each of whom individually acknowledged that he signed and delivered the above and foregoing instrument on the day and year therein mentioned as his free act and deed.

WITNESS MY SIGNATURE AND OFFICIAL SEAL OF OFFICE, on this the 12th day of September, 1968.

Ruth R Hampton
NOTARY PUBLIC

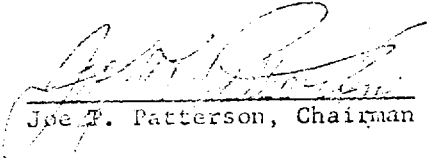
My Commission Expires: My Commission Expires Nov. 29, 1970



RECEIVED
SEP 12 1968
BOARD OF SAVINGS & LOAN
ASSOCIATIONS

The Mississippi Board of Savings and Loan Associations met at 2:00 P.M., December 2, 1968, at the Savings and Loan Board office at Room 408, 301 Building, Jackson, Mississippi, for its regular monthly meeting.

Present was The Honorable Joe T. Patterson, Chairman, who in the absence of a quorum adjourned the meeting to Monday, December 9, 1968, at 2:00 P.M.


Joe T. Patterson, Chairman

ATTEST:


Walter E. Bullock, Executive Officer

ADJOURNED BOARD MEETING - December 9, 1968

The Mississippi Board of Savings and Loan Associations met at 2:00 P.M., December 9, 1968, at the Savings and Loan Board office at Room 408, 301 Building, Jackson, Mississippi, for its regular monthly meeting.

Present were: Joe T. Patterson, Chairman
Walter Dell Davis, Vice Chairman
Miss Evelyn Candy
Heber Ladner

Absent was: W. Hamp King

Also present was: Walter E. Bullock, Executive Officer
Chester Sims, Examiner
Ray Bailey, Examiner

CASE NO. 145 - STATEWIDE SAVINGS AND LOAN ASSOCIATION
Raymond, Mississippi

~~ON THE 11TH DAY OF DECEMBER 1968~~
~~STATEWIDE SAVINGS AND LOAN ASSOCIATION~~

This day this cause having come on to be heard before the Board of Savings and Loan Associations of the State of Mississippi, a quorum of the members of said board being present and acting throughout, and after hearing all testimony, the Board finds:

That Petitioners are beneficial residents of the State of Mississippi and have been for at least one (1) year preceding the filing of the Charter of Incorporation of Statewide Savings and Loan Association, Raymond, Mississippi, and all of them reside in the County of Hinds, State of Mississippi.

That notice of the filing of Petition and Application for Charter with the Board of Savings and Loan Associations of the State of Mississippi was duly published in the Hinds County Gazette on the 20th day of September, 1968 in accordance with Statute made and provided.

That a need exists for the association in the area in which it is to be domiciled.

That the presence of the proposed association will not jeopardize the financial stability of any existing association if said existing association is fulfilling the needs of the area of the proposed association.

That the organization of the association will benefit the area in which it shall be located.

NOW, THEREFORE, BE IT ORDERED, ADJUDGED, AND DECREED, that the Charter of Incorporation of Statewide Savings and Loan Association, Raymond, Mississippi, be, and the same is hereby approved.

Be it further ORDERED, ADJUDGED AND DECREED that the Executive Officer of the Board of Savings and Loan Associations for the State of Mississippi shall issue a Certificate of Approval and forward the original of the proposed Charter of Incorporation of Statewide Savings and Loan Association, Raymond, Mississippi, to the Secretary of State, State of Mississippi, to be approved as other Charters of Incorporation.

So ordered this the 9th day of December, 1968.

CASE NO. 146 - PINE BELT SAVINGS AND LOAN ASSOCIATION
Hattiesburg, Mississippi

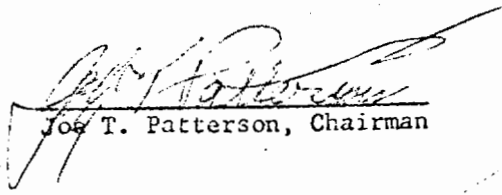
ORDER AUTHORIZING ESTABLISHMENT AND OPERATION
OF BRANCH OFFICE AT LAUREL, MISSISSIPPI

This cause came on for consideration upon the petition of Pine Belt Savings and Loan Association, Hattiesburg, Mississippi, for approval of the establishment of a branch office in the City of Laurel, Mississippi, and it appearing to the Board that proof of publication of this hearing has been made as required by law, and the Board having heard evidence is of the opinion and does hereby find that:

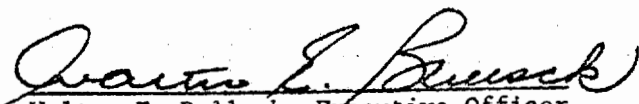
1. Petitioner proposes to purchase the assets and assume the liabilities of Southeastern Savings and Loan Association, Laurel, Mississippi, and to operate a branch office in the place and stead of Southeastern Savings and Loan Association.

2. A need for a branch office in said city exist.

No further business coming before the Board, it was ordered that the Board adjourn to the next regular meeting to be held January 6, 1969.


Joe T. Patterson, Chairman

ATTEST:


Walter E. Bullock, Executive Officer

BOOK 172 PAGE 334

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State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FIRST PENTECOSTAL CHURCH OF JACKSON, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 20th day of December A. D., 1968.

John Bell Williams
Governor

By the Governor

Heber Ladner

Secretary of State



CHURCH BUILDING & SAVINGS ASSOCIATION

Church Resolution Authorizing Incorporation

First Pentecostal

Church, of Jackson, Inc.

1505 Robinson St., Jackson, Mississippi

Address

WHEREAS, the above named Church, by proper resolution has heretofore named, constituted and appointed James T. Moore, Huey Neal

_____ and D. J. Fairchild,
as its Trustees to manage and hold title to properties and other assets of the Church, and

WHEREAS, the membership of said Church, at a meeting duly called for said purpose, determined, decided and voted by resolution to incorporate said Church and issue building bonds for repairs and new construction through Church Building & Savings Association, and in order to accomplish said purpose, adopted the following resolution, to-wit:

"Be it resolved that the above named Trustees be and they are hereby duly named, constituted and appointed to act for said Church and in its behalf in whatever action may be necessary or desirable to incorporate said Church for religious Purposes; and they are, furthermore, authorized and empowered for and on behalf of the Church to act as incorporators, to enter into written agreements, contracts and covenants with Church Building & Savings Association, and any and all other persons or firms necessary to accomplish the issuance of a bond program to finance repairs and new construction, and to take any and all other steps as may be necessary or advisable to effect a corporation or for the purpose of issuing building bonds for repairs to said Church or for new construction. The named Trustees are, furthermore, authorized and empowered to hypothecate the properties of the Church or its assets, to enter into contracts, to issue bonds, make promissory notes, borrow money, or any other like matters which may be necessary or advisable for new church building construction or repair.

"Be it further resolved that the named Trustees shall continue in office with full authority herein granted until Successor Trustees have been duly and properly elected and qualified.

"Be it further resolved that the Church be bound by this resolution and the acts of its Trustees.

"This resolution adopted by the Church at a meeting duly called for said purpose on this the 15th day of December, 19 68."

We, the undersigned Pastor and Secretary or Church Clerk of the above named Church, do hereby each certify that we hold the position opposite our names and further certify that the above and foregoing resolution was duly and properly adopted by the membership of said Church at a meeting called for said

purpose on the 15th day of December, 19 68. The above resolution appears on the official minutes of said Church.

WITNESS OUR SIGNATURES, this the 19th day of December, 19 68

Thomas L. Craft
Pastor

Charles Owen
Secretary (or Clerk)

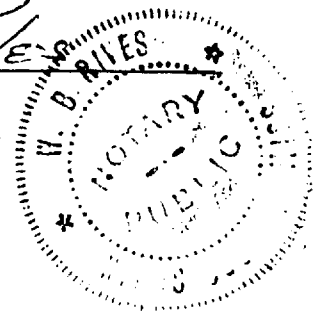
STATE OF Mississippi

COUNTY OF Hinds

Sworn to and subscribed before me, this the 19 day of December, 19 68.

W. B. Rives
Notary Public

My commission expires: _____



CHARTER OF INCORPORATIONFIRST PENTECOSTAL CHURCH OF JACKSON, INC.

Jackson, Mississippi

I.

The corporate title of said company is FIRST PENTECOSTAL CHURCH, OF JACKSON, INC.

II.

The names and post office addresses of the incorporators are:

James T. Moore, 3533 Meadow Lane, Jackson, Mississippi; Huey Neal, 1925 Bienville Drive, Jackson, Mississippi; and D. J. Fairchild, 127 Joanie, Jackson, Mississippi. All of the above named incorporators are bona fide, adult, resident citizens of the State of Mississippi.

III.

The domicile of the Corporation is 1505 Robinson Street, Jackson, Mississippi.

IV.

This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a religious corporation under the provisions of HB 1335 of 1968 Regular Session of Mississippi Legislature.

V.

Period of existence shall be perpetual.

VI.

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

(1) To further by all proper and legal agencies and means the religious and moral instruction and the support of public worship, building

of churches and chapels, and the maintenance of all missionary undertakings.

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

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

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

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

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

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

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

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

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

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

VII.

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

shall be liable for the claims of creditors.

James T. Moore
James T. Moore

Huey Neal
Huey Neal

D. J. Fairchild
D. J. Fairchild

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority
in and for the aforesaid jurisdiction, James ^{T.} Moore, Huey Neal and D. J. Fair-
child, incorporators of the Corporation known as First Pentecostal Church of Jackson,
Inc.. who each acknowledged that they signed, executed and delivered the
above and foregoing Articles of Incorporation as their act and deed on this
the 20th day of December, 1968.

[Signature]
Notary Public

My Commission Expires:

My Commission Expires August 9, 1972



Received at the office of the Secretary of State, this the 20th day of DecemberA. D., 1968, together with the sum of \$20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Hubert Haden
SECRETARY OF STATE.

Jackson, Miss.,

December 20, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

JACKSON FEDERATION OF WOMEN'S CLUBS (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 20th day of December A. D., 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED BY
JACKSON FEDERATION OF WOMEN'S CLUBS.

At a duly called and legally held meeting of the Jackson Federation of Women's Clubs held on the 26 day of November, A. D., 1968, at which a quorum of the members were present, upon motion duly made and seconded and unanimously adopted, it was:

RESOLVED, that the Jackson Federation of Women's Clubs file an application with the Secretary of State of the State of Mississippi to apply for a charter as a non-profit corporation, as provided by law, and that for the purpose of filing said application the following persons, all of whom are adult resident citizens of the State of Mississippi, and members of the Jackson Federation of Women's Clubs, are authorized to execute an application for the charter of incorporation of the "Jackson Federation of Women's Clubs, Inc.", said persons being:

Mrs. John Dennis McNeese
4231 Crane Boulevard
Jackson, Mississippi

Mrs. Paul E. Bardwell
5305 Reddoch Drive
Jackson, Mississippi

Mrs. Clifton R. Tate
2046 Cherokee Drive
Jackson, Mississippi

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

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

I, Mrs. E. O. Harder, Secretary of the Jackson Federation of Women's Clubs, hereby certify that the foregoing is a true and correct

copy of certain resolutions adopted by the Jackson Federation of Women's Clubs on the day and year above set forth and that the same are now in full force and effect and have not been amended or rescinded by any action of said association.

CERTIFIED, this the 26 day of November, A. D., 1968.

Esther S. Harder (Mrs. E.D.)
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

JACKSON FEDERATION OF WOMEN'S CLUBS (INCORPORATED)

1. The corporate title of said company is: Jackson Federation of Women's Clubs (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
Mrs. John Dennis McNeese	4231 Crane Boulevard	Jackson,	Mississippi
Mrs. Paul E. Bardwell	5305 Reddoch Drive	Jackson,	Mississippi
Mrs. Clifton R. Tate	2046 Cherokee Drive	Jackson,	Mississippi

3. The domicile is at 200 East Capitol Street, Jackson, Mississippi
(Street and No.) (City) (State)
4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization. As authorized by the provisions of Section 5310.1, Recompiled (Revised) Code of Mississippi of 1942, and amendments thereto.)
This corporation is non-profit and shall issue no shares of stock and is a literary society as defined by House Bill No. 1335 of the Laws of 1968. This statute is found in Advance Sheet 12, Page 53 of the Laws of 1968.
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 organized for the purpose of promoting literary institutions and/or associations and contributing to the welfare of Jackson and the State of Mississippi.

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

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

Signatures: Mrs. John Dennis McNeese
Mrs. Paul E. Bardwell
Mrs. Clifton R. Tate

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
County of HINDS }

This day personally appeared before me, the undersigned authority Mrs. John Dennis McNeese,
Mrs. Paul E. Bardwell, Mrs. Clifton R. Tate Mrs. John Dennis McNeese,
Mrs. Paul E. Bardwell, Mrs. Clifton R. Tate,

incorporators of the corporation known as the persons
who acknowledged that ~~XXX~~(they) signed and delivered the above and foregoing charter of incorporation as
(his) (their) act and deed on this the 12th day of December, 1968
My commission expires: 25 October, 1970
William C. Hill
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 19th day of Dec
A.D., 1968 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
Attorney General for his opinion.

Heber L. Linder
Secretary of State

Jackson, Miss., December 17, 1968

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

Joe T. Patterson
Attorney General
By Maurice R. Black
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

END TIME REVIVALS, INC.

is hereby approved.

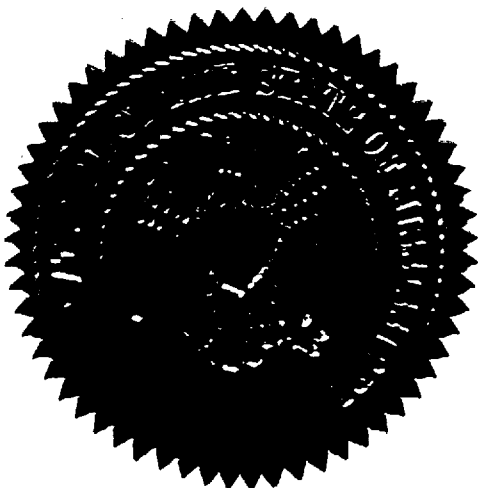
In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 20th day of December A. D., 1968.

James H. H. H.
Governor

By the Governor

Heber Ladner

Secretary of State



CHARTER OF INCORPORATION OF
END TIME REVIVALS

1. That the corporate title of said corporation is: END TIME REVIVALS, INC.

2. That the incorporators of the said corporation, all being adult resident citizens of DeSoto County, Mississippi are as follows, to-wit:

- a. Delmer Baldwin, 7140 Stanley, Olive Branch, Mississippi, 38654
- b. Don Bennett, 7140 Stanley, Olive Branch, Mississippi, 38654
- c. Donna Bennett, 7140 Stanley, Olive Branch, Mississippi, 38654

3. That the domicile of the corporation in the State of Mississippi shall be in DeSoto County, Mississippi in the Town of Olive Branch, Mississippi and whose post office address is P. O. Box 1, Olive Branch, Mississippi.

4. That the corporation is not created for and does not contemplate the distribution of gains, profits or earnings to the members thereof. That no part of the net earnings of this corporation is ever to inure to the benefit of any director, officer, member or other individual. That should there be a winding up or dissolution of this corporation, no portion of any of its assets will be distributed to any director, or directors, officers or members of this corporation, or any other individual. That the said corporation is organized for for a non-profit purpose. That no shares or stocks or to be issued at any time.

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

6. That the object for which the corporation is established is as follows:

a. The furtherance of Christian principals through the ministry of the Bible deliverance by means of evangelism, revival, religious services, meetings, religious radio and television programs and religious correspondence and literature.

b. To possess, acquire, sell, alien, transfer, assign, pledge, mortgage all classes of property, real and personal and included but not limited to mobile religious facilities such as revival tents, mobile homes and other facilities in order to accomplish this purpose.

c. To do and perform such matters as allowed by law as may be reasonably necessary or convenient to obtain the objects and ends for which the corporation is created and organized as herein provided.

d. To promote Christian principals primarily through the teaching of the Gospel by revival meetings and religious gatherings.

7. That in order to properly execute the objects and purposes above setforth, the corporation shall have the full power and authority to lease, rent and otherwise acquire by purchase, devise, bequest or by any other legal means, any property that it may desire to own or possess and the said corporation may sell, deliver, convey, pledge, mortgage, hold and dispose of all kinds of property, both real and personal, for its use or for the purpose of obtaining an income from any accumulated funds or other property, both in this State and in all other States, territories or dependancy of the United States. The corporation has the power generally to do and to perform any and all acts which may be deemed necessary, convenient, expedient and desirable for the proper and successful operation and prosecution of the objects and purposes for which the corporation is created.

8. That the said corporation shall not be required to make publication of this charter, nor shall it issue any

share or shares of stocks, nor shall it divide any dividends or profits among its members and there shall be no charge or dues to the members of the corporation and each duly admitted member of the corporation shall have the right to one (1) vote in the election of all corporation officers and loss of membership in the corporation shall be by death or withdrawal from said corporation by the member or by such other lawful means as the corporation by its by-laws provides. Loss of membership by a member, shall mean the termination of such member in all assets of the corporation and there shall be no individual liabilities against the member of the corporation for debts and the entire corporate money shall be liable for the claims of creditors.

9. That membership in said corporation, after its organization, shall be upon such terms as the laws and regulations may provide.

10. That the corporation shall have the right to establish its by-laws and to set out therein the officers of said corporation and their duties and the duties and responsibilities of said corporation and the said by-laws shall be in force and effect and shall be governing laws of the corporation.

11. That the aforementioned Delmer Baldwin, Don Bennett and Donna Bennett were by proper resolution of the revival group known as the END TIME REVIVALS, duly authorized by said resolution to act as incorporators of the END TIME REVIVALS, Inc. and to do and perform all acts necessary for the accomplishing of the incorporation and said resolution did duly authorize the said incorporators to incorporate the said revival

group under the name of END TIME REVIVALS, INC. and a true and correct copy of said resolution is attached hereto and asked to be considered a part hereof as though fully set forth.

Witness our signatures this the 17 day of December, 1968.

Delmer Baldwin
Incorporator

Don Bennett
Incorporator

Donna Bennett
Incorporator

STATE OF MISSISSIPPI

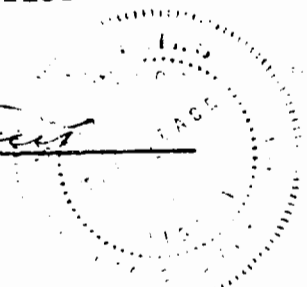
COUNTY OF DESOTO

Peronsally appeared before me the undersigned authority in and for the jurisdiction aforesaid, Delmer Baldwin, Don Bennett and Donna Bennett, who first being by me duly sworn state on their oath that the matters and allegations contained in the foregoing Charter of Incorporation of the END TIME REVIVALS, INC. are true and correct as therein stated and were duly executed by them for the purposes set forth therein.

Given under my hand and official seal of office this the 17 day of December, 1968.

1-1-72
My Commission expires:

W.P. Weathers
Notary public



RESOLUTION AUTHORIZING INCORPORATION

END TIME REVIVALS

OLIVE BRANCH, MISSISSIPPI

WHEREAS, the above named revival group, by proper resolution has heretofore named, constituted and appointed Delmer Baldwin, Don Bennett and Donna Bennett as its Trustees to manage and hold title to properties and other assets of the revival group, and

WHEREAS, the membership of said revival group, at a meeting duly called for said purposes, determined and decided and voted by resolution to incorporate said revival group under the name of END TIME REVIVALS and issue building bonds, execute promissory notes, deeds of trust and other instruments for the purpose of repairs and new construction through any lending institution that the church may agree upon and for the purpose of purchasing mobile religious facilities, such as revival tents, mobile homes and other facilities and in order to accomplish said purpose, adopted the following resolution, to-wit:

BE IT RESOLVED that the above named Trustees be and they are hereby duly named, constituted and appointed to act for said group and in its behalf in whatever action may be necessary or desirable to incorporate said revival group for religious purposes and they are furthermore, authorized and empowered for and on behalf of the revival group to act as incorporators, to enter into written agreements, contracts, covenants with any and all other persons, or firms, necessary to accomplish the issuance of a bond program or the execution of negotiable instruments, Deeds of Trust or other instruments to finance repairs and new construction

and to purchase mobile church facilities and to take any and all other steps as may be necessary or advisable to effect a corporation or for the purpose of issuing building bonds or the execution of negotiable instruments and Deeds of Trust for repairs to certain church facilities or for new construction.

The named Trustees are furthermore authorized and empowered to hypothecate the properties of the revival group, or its assets, to enter into contract, to issue bonds, make promissory notes, borrow money, or any other like matters which may be necessary or advisable for new church building construction, repair or purchase of mobile facilities.

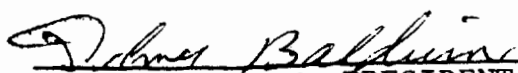
BE IT FURTHER RESOLVED that the named Trustees shall continue of office with full authority herein granted until successor Trustees have been properly elected and qualified.


BE IT FURTHER RESOLVED that the revival group be bound by this resolution and the acts of its Trustees.

This resolution adopted by the revival group at a meeting duly called for said purpose on this the 30 day of November, 1968.

We, the undersigned President and Secretary of the above named revival group do hereby each certify that we hold the position opposite our names and further certify that the above and foregoing resolution was fully and properly adopted by the membership of said revival group at a meeting called for said purpose on the 30 day of November, 1968. The above resolution appears on the official Minutes of the said revival group.

Witness our signatures this the 30 day of November, 1968.


DELMER BALDWIN, PRESIDENT


DONNA BENNETT, SECRETARY

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Sworn to and subscribed before me this the 30
day of November, 1968.

W. P. Watkins
Notary Public



1-1-72
My commission expires:

Received at the office of the Secretary of State, this the 20 day of Dec

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 20, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL.

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE DELTA-HILLS EDUCATIONAL 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 December A. D., 1968.

John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State



RESOLUTION OF THE DELTA-HILLS EDUCATIONAL 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 Delta-Hills Educational Association, an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Mississippi applicable thereto and that Mrs. Georgia Wilson, Star Route Box 48, Sardis, Mississippi, Mr. Emmett Henderson, Star Route Box 4, Sardis, Mississippi, and Mrs. Nellie Johnson, Post Office Box 467, Tunica, Mississippi, are elected appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named The Delta-Hills Educational Association; 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.

C E R T I F I C A T E

I, Mrs. Nellie Johnson, do hereby certify that I am the duly elected qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 30th day of November, 1968, at Sardis, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 8th day of December, 1968.

Nellie Johnson
SECRETARY

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

THE CHARTER OF INCORPORATION OF

THE DELTA-HILLS EDUCATIONAL ASSOCIATION

1. The corporate title of said company is:

THE DELTA-HILLS EDUCATIONAL 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
Mrs. Georgia Wilson	Star Route Box 48	Sardis	Mississippi
Mr. Emmett Henderson	Star Route Box 4	Sardis	Mississippi
Mrs. Nellie Johnson	P.O. Box 467	Tunica	Mississippi

The duly appointed incorporators are each and every one adults over the age of twenty-one, and are resident citizens of the State of Mississippi and of the United States of America.

3. The domicile is at 730 Union St. Grenada Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of ~~Section 5310 of the Compiled Revised Code of Mississippi of 1942, and amendments thereto.~~ House Bill 1335 Regular Session 1968 Mississippi Legislature

The corporation is a non-profit educational association and no shares of stock will be issued. It is not organized for the pecuniary profit of its directors, officers, or members, and no part of its net income shall inure to the benefit of any directors, officers, or members; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the educational purposes of the corporation.

5. Period of existence shall be perpetual.

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

The general nature of the object and purpose of this corporation is to own, hold, operate, staff and manage schools, academies, nursery, schools, kindergartens, and other institutions of learning for the purpose of providing pre-school, primary, secondary high school, vocational, trade, technical, adult, parental and all other kinds or modes of education, training and learning: to employ teachers and administrators; to own, lease, purchase, sell, hold and deal in such real and personal property necessary and proper to accomplish said ends; and to receive grants and borrow money as a non-profit corporation.

The foregoing statement of corporate purposes shall be construed as a statement of both purposes and powers, and not as restricting or limiting in any way the general powers of this corporation or their exercise and enjoyment, as they are expressly or impliedly granted by the laws of the State of Mississippi.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MERIDIAN COUNSELLING FOUNDATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 20th day of December A. D., 1968.

John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State



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:

Nellie Johnson
Georgia Mae Wilson
Emmett Henderson

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of CREWACH

This day personally appeared before me, the undersigned authority
Georgia Mae Wilson, Nellie Johnson
Emmett Henderson

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 8th day of December, 1968
My Commission Expires December 31, 1971
Nellie Glen Johnson, 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 delivered the above and foregoing charter of incorporation as

(his) (their) act and deed on this the _____ day of _____, 19____

Received at the office of the Secretary of State this the 19th day of December
1968, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
 Attorney General for his opinion.

Hubert L. Adams
 Secretary of State

Jackson, Miss., December 19, 1968

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.

Joe T. Patterson
 Attorney General
 By Maurice R. Black
 Assistant Attorney General

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

MINUTES OF MEETING OF MERIDIAN COUNSELLING FOUNDATION, MERIDIAN, MISSISSIPPI

A Meeting was held at "THE LISTENING POST" Room, 216, Pigford Building, at 7:00 o'clock P. M., November 4, 1968.

Present at the Meeting were: Dr. Charles B. Mitchell, Dr. S. C. Ferguson, Mr. James V. McCullough, Mrs. Virginia Price, Judge William D. Neville, Mrs. Hoard Lamar, Mr. John H. Vance, Rev. Duncan Gray, Rev. J. R. Porter, Rev. R. S. Porter, Dr. Bob Graham, Mrs. John T. Davis, Rev. Leon Young, Mrs. Josephine Campbell, Mrs. Emmett C. Hess, Rev. Silas Harrington. Rev. Silas Harrington was nominated and elected to be the Chairman of this meeting of the Foundation, whereupon he entered into his duties as Chairman.

The meeting was opened for any business to be discussed.

Rev. Larry D. Kennon, on proper motion duly seconded and unanimously passed, was elected as Chairman of the Speaker's Committee.

Rev. Silas B. Harrington was nominated and elected, on motion duly seconded and unanimously passed, to be Finance Chairman of the Foundation.

After discussion was held, Mrs. Emmett C. (Billie) Hess was authorized and directed, after proper motion duly seconded and passed, to secure and rent a post office box for the Foundation.

Motion was made, duly seconded and passes unanimously, that this Foundation authorize some of its members to secure a Charter of Incorporation for this Foundation as a Civic Improvement Group, said Charter to be sought from the State of Mississippi. Further Motion was made that the following persons be authorized and directed to secure the said Charter from the State of Mississippi and to act as Incorporators: Larry D. Kennon, Mrs. Emmett C. (Billie) Hess, Dr. C. B. Mitchell, Jr., William D. Neville, Dr. Reginald P. White, Dr. S. C. Ferguson, and Howard R. Pigford. Said Motion was duly seconded and unanimously passed.

There being no further business to transact, on motion duly seconded and unanimously passed, the meeting was adjourned.

WITNESS MY SIGNATURE hereto this 5 day of November, 1968.

Mrs. Emmett C. (Billie) Hess
MRS. EMMETT C. (BILLIE) HESS
Acting Secretary

ATTEST:

Rev. Silas B. Harrington
REV. SILAS B. HARRINGTON, CHAIRMAN

CHARTER OF INCORPORATION OF
MERIDIAN COUNSELLING FOUNDATION, INC.

The following undersigned persons, being natural persons, over the age of twenty-one (21) years, and resident citizens of the State of Mississippi, having been authorized by The Meridian Counselling Foundation, Inc. in its Minutes to apply for a Charter from the State of Mississippi for said organization, do hereby adopt the following ARTICLES OF INCORPORATION for such Corporation:

ARTICLES OF INCORPORATION

I.

The Corporate title of said corporation is: **MERIDIAN COUNSELLING FOUNDATION, INC..**

II.

The names and post office addresses of the Incorporators are as follows:

LARRY D. KENNON, 1510 Country Club Drive, Meridian, Mississippi 39301;

MRS. EMMETT C. (BILLIE) HESS, 3206 Druid Circle, Meridian, Mississippi 39301;

DR. C. B. MITCHELL, JR., 3433-17th Avenue, Meridian, Mississippi 39301;

WILLIAM D. NEVILLE, 2314-34th Street, Meridian, Mississippi 39301;

DR. REGINALD P. WHITE, 1514-52nd Street, Meridian, Mississippi 39301

DR. S. C. FERGUSON, 4390-18th Avenue, Meridian, Mississippi 39301

HOWARD R. PIGFORD, 2676-45th Street, Meridian, Mississippi 39301.

III.

The domicile of the corporation in this State is:
 Room 216 Pigford Building, 818-22nd Avenue, Meridian, Mississippi 39301.

ARTICLES OF INCORPORATION: MERIDIAN COUNSELLING FOUNDATION, INC.
PAGE NO. 2

IV.

The purposes for which the corporation is created, not contrary to law, are to furnish efficient and competent advisors and counsellors to any and all persons in Meridian, Mississippi, Lauderdale County, Mississippi, and the surrounding trade area of said City and State covering any and all areas of human problems and difficulties. The rights and powers to be exercised by this Corporation shall be such rights and powers as are reasonably necessary to accomplish the stated purposes of this Corporation and not contrary to law.

V.

The Corporation is a non profit corporation and no shares of stock shall be issued, and is a Civic Improvement Society Corporation.

VI.

The period of existence of this Corporation is Perpetual.

VII.

The Corporation shall issue no shares of stock; the Corporation shall divide no dividends or profits among its members; Expulsion of its members is the only remedy for non payment of dues of its membership; each member is vested with the right to one vote in the election of all officers; the loss of membership of its members by death or otherwise shall terminate all interest of any such member in the Corporate assets; there shall be no individual liabilities against the members of the Corporation for Corporate debts; but the entire Corporate property shall be liable for the claims of creditors.

WITNESS THE SIGNATURES OF THE UNDERSIGNED INCORPORATORS THIS 13th DAY OF DECEMBER, 1968.

Larry D. Kennon
LARRY D. KENNON

Mrs. Emmett C. (Billie) Hess
MRS. EMMETT C. (BILLIE) HESS

ARTICLES OF INCORPORATION: MERIDIAN COUNSELLING FOUNDATION, INC.
PAGE NO. 3C.B. Mitchell, Jr.
DR. C. B. MITCHELL, JR.William D. Neville
WILLIAM D. NEVILLEReginald P. White, MD
DR. REGINALD P. WHITES. C. Ferguson, M.D.
DR. S. C. FERGUSONHoward R. Pigford
HOWARD R. PIGFORDSTATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

Personally appeared before me the undersigned authority in and for said County and State, the within named, LARRY D. KENNON, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation on the day and year therein mentioned as his own act and deed and for the purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 13th day of December, 1968.

Wm. R. Drew
NOTARY PUBLIC

My Commission Expires:

Oct. 21, 1969STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

Personally appeared before me the undersigned authority in and for said County and State, the within named, MRS. EMMETT C. (BILLIE) HESS, who acknowledged that she signed and executed the above and foregoing Articles of Incorporation on the day and year therein mentioned as her own act and deed and for the purposes therein stated.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 13th day of December, 1968.

Wm. R. Drew
NOTARY PUBLIC

My Commission Expires:

Oct. 21, 1969STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

Personally appeared before me the undersigned authority in and for said County and State, the within named, DR. C. B. MITCHELL, JR., who acknowledged that he signed and executed the above and foregoing Articles of Incorporation on the day and year therein mentioned as his own act and deed and for the purposes therein stated.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 13th day of December, 1968.

Mrs. Janice R. Bonnell
NOTARY PUBLIC

My Commission Expires:

Jan. 6, 1969

ARTICLES OF INCORPORATION: MERIDIAN COUNSELLING FOUNDATION, INC.
PAGE NO. 4STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

Personally appeared before me the undersigned authority in and for said County and State, the within named, WILLIAM D. NEVILLE, who acknowledged that he signed and executed the above and foregoing instrument of Articles of Incorporation on the day and year therein mentioned as his own act and deed and for the purposes therein stated.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 13th DAY OF DECEMBER, 1968.

Martha R. Drew
NOTARY PUBLIC

My Commission Expires:

Dec. 21, 1969

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

Personally appeared before me the undersigned authority in and for said County and State, the within named, DR. REGINALD P. WHITE, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation on the day and year therein mentioned as his own act and deed and for the purposes therein expressed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 13 day of December, 1968.

Mrs. Marilyn C. Kimbrell
NOTARY PUBLIC

My Commission Expires:

My Commission Expires: 1969

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

Personally appeared before me the undersigned authority in and for said County and State, the within named, DR. S. C. FERGUSON, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation on the day and year therein mentioned as his own act and deed and for the purposes therein expressed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 13th day of December, 1968.

Mrs. Davis R. Bonnell
NOTARY PUBLIC

My Commission Expires:

June 6, 1969

ARTICLES OF INCORPORATION: MERIDIAN COUNSELLING FOUNDATION, INC.
PAGE NO. 5

STATE OF MISSISSIPPI
COUNTY OF LAUDERDALE

Personally appeared before me the undersigned authority in and for said County and State, the within named, HOWARD R. FIGFORD, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation on the day and year therein mentioned as his own act and deed and for the purposes therein expressed.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 13 day of December, 1968.

Martha R. Drew
NOTARY PUBLIC

My Commission Expires:

Dec. 21, 1969



Received at the office of the Secretary of State, this the 16 day of Dec

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber L. Linder
SECRETARY OF STATE.

Jackson, Miss.,

December 19, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By

Maurice R. Black
Assistant Attorney General.

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State of Mississippi



Office of Secretary of State
Jackson

*I, Heber Ladner, Secretary of State, do certify that the
amendment hereto attached, amending the Charter of Incorporation of*

TOWN OF OLIVE BRANCH, MISSISSIPPI

*was pursuant to the provisions of the laws of Mississippi recorded
in the Records of Incorporations in this office, in PHOTOSTAT BOOK,
NUMBER ONE-HUNDRED SEVENTY-TWO, PAGES 369 - 377.*



*Given under my hand and Seal
of office hereunto affixed, this*

THIRTIETH day of December, 1968.

Heber Ladner

SECRETARY OF STATE

IN THE CHANCERY COURT OF DESOTO COUNTY, MISSISSIPPI
DECEMBER, 1968 TERM

IN THE MATTER OF THE ALTERATION OF THE)
BOUNDARIES OF THE TOWN OF OLIVE BRANCH)
MISSISSIPPI.)

CAUSE NO. 10,601

DECREE RATIFYING ALTERATIONS OF THE TOWN
BOUNDARIES OF THE TOWN OF OLIVE BRANCH,
MISSISSIPPI

This cause came on this day for hearing before the undersigned chancellor upon the petition of the Town of Olive Branch, DeSoto County, Mississippi, and the Court after being fully advised as to the premises and after hearing the necessary proof finds as follows:

That by ordinance duly passed and adopted at the regular meeting on the 5th day of November, 1968, the Mayor and Board of Aldermen of the Town of Olive Branch, Mississippi, authorized its attorney to institute this proceeding in the name of the Town of Olive Branch.

That the Mayor and Board of Aldermen of the Town of Olive Branch, Mississippi, at the hereinbefore mentioned regularly scheduled meeting adopted an ordinance entitled, "AN ORDINANCE ALTERING THE BOUNDARIES OF THE TOWN OF OLIVE BRANCH, MISSISSIPPI, BY ENLARGING THE SAME, BY ADDING THERETO THE ADJACENT UNINCORPORATED TERRITORY; DEFINING THE TERRITORY TO BE ADDED AND THE BOUNDARIES OF SAID TOWN OF OLIVE BRANCH AFTER BEING ALTERED; STATING IN GENERAL TERMS THE REASONS FOR SUCH ALTERATION AND THE PROPOSED IMPROVEMENTS TO BE MADE IN THE ANNEXED TERRITORY AND THE MANNER AND EXTENT OF SUCH IMPROVEMENTS; AND THE APPROXIMATE TIME WITHIN WHICH SAID IMPROVEMENTS ARE TO BE MADE; STATING THE MUNICIPAL OR PUBLIC SERVICE WHICH SAID TOWN PROPOSES TO BE MADE; STATING THE MUNICIPAL OR PUBLIC SERVICES WHICH SAID TOWN PROPOSES TO RENDER IN SAID ANNEXED TERRITORY; AND PROVIDING FOR THE INSTITUTIONAL PROCEEDINGS AS AUTHORIZED BY CHAPTER 491, LAWS OF MISSISSIPPI OF 1950.

That said ordinance further defines the entire boundaries of the Town of Olive Branch after the addition of the territory proposed to be included within the corporate limits of said town; that said ordinance described in general terms the proposed improvements to be made in the annexed territory and the manner and extent of said improvements and the approximate time within which said improvements are to be made. Said ordinance further contains a statement of the municipal and public services which said Town proposes to render in such annexed territory.

That said ordinance further contains a statement of the reasons and a statement showing whereby the public convenience and necessity would be served by including said proposed tract in the corporate limits of said Town.

That attached to the petition heretofore filed in this cause as Exhibit "A" is a certified copy of said ordinance adopted at the regular meeting of the Town of Olive Branch, Mayor and Board of Aldermen on the 5th day of November, 1968. That also attached to said petition as Exhibit "B" is a map of plat of the municipal boundary of said Town of Olive Branch, as would exist if the alterations of the boundaries is approved and confirmed by this Court as shown therein.

That none of the territory proposed to be annexed to the Town of Olive Branch is located within three (3) miles of the corporate limits or boundaries of any other existing municipality.

That proof of publication in a local newspaper having circulation throughout the County of the hearing of objections to said enlargement by interested persons has been heretofore filed in this cause, and that as required by law, copies of said notice of hearing were posted in three (3) public places within the territory sought to be annexed.

That pursuant to notice given as set forth above, no objections have been filed to the proposed enlargement of the boundaries of

the boundaries of the Town of Olive Branch. That the Court after being fully advised of the premises and upon hearing proof in open Court is of the opinion that the public convenience and necessity of the Town of Olive Branch would be served by the enlargement of its corporate limits to include the hereinafter described tract, to-wit:

DESCRIPTION OF ADDITION TO CORPORATE LIMITS OF OLIVE BRANCH, MISSISSIPPI. Being parts of Sections 26,27,33,34,35, Township 1, Range 6 West and parts of Sections 2,3, and 4, Township 2, Range 6 West.

Beginning at the southeast corner of southwest quarter Section 35, Township 1, Range 6 West; thence west along south line said Section 35 a distance of 600 feet, more or less, to the east right-of-way of Frisco Railroad; thence southeasterly along said Railroad right-of-way 300 feet, more or less, to a point, said point being 250 feet due south of north line Section 2, Township 2, Range 6 West; thence westerly, parallel to and 250 feet south of north line said Section 2; a distance of 2250 feet, more or less to west line said Section 2; thence south along said west Section line 250 feet to a point; thence westerly, parallel to and 500 feet south of north line Section 3, Township 2, Range 6 West, 4500 feet, more or less, to a point in the west line of the Flinn tract; thence south along west line said Flinn tract 820 feet, more or less, to south line northwest quarter of northwest quarter of said Section 3; thence west along said south line of northwest quarter of northwest quarter Section 3 a distance of 22 feet to center line new Highway 78; thence northwesterly along said Highway center line 4265 feet, more or less, to west line southeast quarter Section 33, Township 1, Range 6 West; thence north along said west quarter Section line 900 feet, more or less, to northwest corner of Caroma Commercial & Industrial Park; thence east along north line said Caroma Park 2240 feet, more or less, to old corporate limits of Olive Branch; thence south along west line said Corporate Limits 152 feet to southwest corner; thence east along south line said Corporate Limits 460 feet to east right-of-way of State Highway 305; thence south along east right-of-way said Highway 1269.5 feet to southwest corner of the Harris lot; thence east along south line of said Harris lot to southeast corner a distance of 418 feet; thence north along east line said Harris lot 209.0 feet to the northeast corner; thence east along north line of the William Kerr tract 839.4 feet to northeast corner; thence south along center of Blocker Avenue 147.4 feet to a point; thence south along south line of the Frank Sparks lot 418 feet to southeast corner; thence north along east line said Sparks lot and projection thereof 1115.7 feet to northeast corner of the Henry D. Strickland lot; thence southeasterly along south line of the Olive Branch Church of Christ lot 682 feet to southeast corner; thence north along east line said church lot and the T. W. Jones lot 409 feet to a point in old Corporate Limits of Olive Branch; thence east

along said old Corporate Limits 1137 feet to southeast corner; thence southeasterly along east line of the W. M. Petty tract 1468.5 feet, more or less, to a point; thence east along north line said Petty tract 1255.8 feet to a point in west right-of-way of U. S. Highway 78; thence northwesterly along said Highway right-of-way 3200 feet, more or less, to a point in old Corporate Limits; thence north along east line of old Corporate Limits 3207 feet, more or less to a point in north line of southwest quarter of southeast quarter Section 27, Township 1, Range 6 West; thence east along said north line and projection thereof 3100 feet, more or less, to northeast corner of southwest quarter of southwest quarter Section 26, Township 1, Range 6 West; thence south along east line said southwest quarter of southwest quarter Section 26 and projection thereof 2310 feet, more or less, to south line of the Brocklin tract; thence west along south line said Brocklin tract 1320 feet, more or less, to a point in west line Section 35, Township 1, Range 6 West; thence south along west line said Section 35 a distance of 1075 feet, more or less, to a point, said point being 1000 feet perpendicular to east right-of-way of Frisco Railroad; thence southeast and 1000 feet from said Railroad right-of-way 3650 feet, more or less, to east line southwest quarter said Section 35; thence south along east line said quarter Section 810 feet, more or less, to the point of beginning and containing 112.2 acres, more or less.

That the plat prepared by the County Engineer showing the above described tract to be added and included in the boundaries of the Town of Olive Branch, Mississippi, which the Court finds to be a true and correct plat of the present boundaries and the proposed addition is as follows:

*to be recorded in
the Chancery Clerk's office.*

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

A.

That that certain ordinance entitled, to-wit: "

"AN ORDINANCE ALTERING THE BOUNDARIES OF THE TOWN OF OLIVE BRANCH, MISSISSIPPI BY ENLARGING THE SAME; BY DEFINING THERETO THE ADJACENT UNINCORPORATED TERRITORY; DEFINING THE TERRITORY TO BE ADDED AND THE BOUNDARIES OF SAID TOWN OF OLIVE BRANCH AFTER BEING ALTERED; STATING IN GENERAL TERMS THE REASONS FOR SUCH ALTERATION AND THE PROPOSED IMPROVEMENTS TO BE MADE IN THE ANNEXED TERRITORY AND THE MANNER AND EXTENT OF SUCH IMPROVEMENTS; AND THE APPROXIMATE TIME WITHIN WHICH SAID IMPROVEMENTS ARE TO BE MADE; STATING THE MUNICIPAL OR PUBLIC SERVICE WHICH SAID TOWN PROPOSES TO RENDER IN SUCH ANNEXED TERRITORY AND PROVIDING FOR THE INSTITUTION OF PROCEEDINGS AS AUTHORIZED BY CHAPTER 491, LAWS OF MISSISSIPPI OF 1950,"passed and adopted by the Mayor and Board of Aldermen of the Town of Olive Branch, DeSoto County, Mississippi at its regular meeting held on the 5th day of November, 1968, be and the same is hereby approved, ratified and confirmed in all respects.

B.

That the following described territory adjacent to the Town of Olive Branch be and the same is hereby made a part of the corporate limits of said Town of Olive Branch, to-wit:

DESCRIPTION OF ADDITION TO CORPORATE LIMITS OF OLIVE BRANCH, MISSISSIPPI. Being parts of Sections 26,27,33,34,35, Township 1, Range 6 West and parts of Sections 2,3, and 4, Township 2, Range 6 West.

Beginning at the southeast corner of southwest quarter Section 35, Township 1, Range 6 West; thence west along south line said Section 35 a distance of 600 feet, more or less, to the east right-of-way of Frisco Railroad; thence southeasterly along said Railroad right-of-way 300 feet, more or less, to a point, said point being 250 feet due south of north line Section 2, Township 2, Range 6 West;

thence westerly, parallel to and 250 feet south of north line said Section 2; a distance of 2250 feet, more or less, to west line said Section 2; thence south along said west Section line 250 feet to a point; thence westerly, parallel to and 500 feet south of north line Section 3, Township 2, Range 6 West, 4500 feet, more or less, to a point in the west line of the Flinn tract; thence south along west line said Flinn tract 820 feet, more or less, to south line northwest quarter of northwest quarter of said Section 3; thence west along said south line of northwest quarter of northwest quarter Section 3 a distance of 22 feet to center line new Highway 78; thence northwesterly along said Highway center line 4265 feet, more or less, to west line southeast quarter Section 33, Township 1, Range 6 West; thence north along said west quarter Section line 900 feet, more or less, to northwest corner of Caroma Commercial & Industrial Park; thence east along north line said Caroma Park 2240 feet, more or less, to old corporate limits of Olive Branch; thence south along west line said Corporate Limits 152 feet to southwest corner; thence east along south line said Corporate Limits 460 feet to east right-of-way of State-Highway 305; thence south along east right-of-way said Highway 1269.5 feet to southwest corner of the Harris lot; thence east along south line of said Harris lot to southeast corner a distance of 418 feet; thence north along east line said Harris lot 209.0 feet to the northeast corner; thence east along north line of the William Kerr tract 839.4 feet to northeast corner; thence south along center of Blocker Avenue 147.4 feet to a point; thence south along south line of the Frank Sparks lot 418 feet to southeast corner; thence north along east line said Sparks lot and projection thereof 1115.7 feet to northeast corner of the Henry B. Strickland lot; thence southeasterly along south line of the Olive Branch Church of Christ lot 682 feet to southeast corner; thence north along east line said church lot and the T. W. Jones lot 409 feet to a point in old Corporate Limits of Olive Branch; thence east along said old Corporate Limits 1137 feet to southeast corner; thence southeasterly along east line of the W. M. Petty tract 1468.5 feet, more or less, to a point; thence east along north line said Petty tract 1255.8 feet to a point in west right-of-way of U. S. Highway 78; thence northwesterly along said Highway right-of-way 3200 feet, more or less, to a point in old Corporate Limits; thence north along east line of old Corporate Limits 3207 feet, more or less to a point in north line of southwest quarter of southeast quarter Section 27, Township 1, Range 6 West; thence east along said north line and projection thereof 3100 feet, more or less, to northeast corner of southwest quarter of southwest quarter Section 26, Township 1, Range 6 West; thence south along east line said southwest quarter of southwest quarter Section 26 and projection thereof 2310 feet, more or less, to south line of the Brocklin tract; thence west along south line said Brocklin tract 1320 feet, more or less, to a point in west line Section 35, Township 1, Range 6 West; thence south along west line said Section 35 a distance of 1075 feet, more or less, to a point, said point being 1000 feet perpendicular to east right-of-way of Frisco Railroad; thence southeast and 1000 feet from said Railroad right-of-way 3650 feet, more or less, to east line southwest quarter said Section 35; thence south along east line said quarter Section 810 feet, more or less, to the point of beginning and containing 112.2 acres, more or less.

C.

That the boundaries of the Town of Olive Branch as hereby altered, approved, ratified and confirmed by this Decree, be and the same are as follows, to-wit:

DESCRIPTION OF NEW CORPORATE LIMITS OF OLIVE BRANCH, MISSISSIPPI:

Being all of Section 34, Township 1, Range 6 West and parts of Sections 26, 27, 28, 33, 35, Township 1, Range 6 West and parts of Sections 2, 3, 4, Township 2, Range 6 West.

Beginning at a point in west line of Section 27, Township 1 Range 6 West, said point being 1700 feet north of southwest corner of said Section; thence east and parallel to south line of said Section a distance of 3500 feet to a point; thence south and parallel to west line of Section 27, Township 1, Range 6 West a distance of 380 feet, more or less, to a point in north-line of southwest quarter of southeast quarter said Section 27; thence east along said north line and projection thereof 3100 feet, more or less, to northeast corner of southwest quarter of southwest quarter Section 26, Township 1, Range 6 West; thence south along east line said southwest quarter of southwest quarter Section 26 and projection thereof 2310 feet, more or less, to south line of the Brocklin tract; thence west along south line said Brocklin tract 1320 feet, more or less, to a point in west line Section 35, Township 1, Range 6 West; thence south along west line said Section 35 a distance of 1075 feet, more or less, to a point said point being 1000 feet perpendicular to east right-of-way of Frisco Railroad; thence southeast and 1000 feet from said Railroad right-of-way 3650 feet, more or less, to east line southwest quarter said Section 35; thence south along east line said quarter Section 810 feet, more or less, to southeast corner; thence west along south line said Section 35 a distance of 600 feet, more or less, to the east right-of-way of said Railroad; thence southeasterly along said Railroad right-of-way 300 feet, more or less, to a point, said point being 250 feet due south of north line Section 2, Township 2, Range 6 West; thence westerly, parallel to and 250 feet south of north line of said Section 2; a distance of 2250 feet, more or less, to west line said Section 2; thence south along said west Section line 250 feet to a point; thence westerly, parallel to and 500 feet south of north line Section 3, Township 2, Range 6 West 4500 feet, more or less, to a point in west line of the Flinn tract; thence south along west line said Flinn tract 820 feet, more or less, to south line northwest quarter of northwest quarter of said Section 3; thence west along said south line of northwest quarter of northwest quarter Section 3 a distance of 22 feet to center line new Highway 78; thence northwesterly along said Highway center line 4265 feet, more or less, to west line southeast quarter Section 33, Township 1, Range 6 West; thence north along said west quarter Section line 900 feet, more or less, to northwest corner of Caroma Commercial and Industrial Park; thence east along north line of said Caroma Park 2240 feet, more or less, to old Corporate Limits of Olive Branch; thence north, parallel to and 400 feet west of east line of said Section 33 a distance of 3048 feet to a point in north right-of-way of Goodman Road; thence west along north right-of-way of said Road; 541.44 feet to a point; thence north along west line of Hoover Subdivision 1410.97

feet to a point; thence northeasterly along west line said subdivision 169 feet to a point in center of Old Pidgeon Roost Road; thence southeasterly along said road center line 908.8 feet to a point in west line of original Corporate Limits of Olive Branch; thence north along said west line 668.3 feet, more or less, to a point in northwest corner of said original corporate limits; thence east along north line of said original corporate limits 400 feet to the point of beginning and containing 1281 acres, more or less.

D.

That this decree shall become effective after the passage of ten (10) days from this date, or in the event of an appeal therefrom within ten (10) days from the final determination of such appeal.

E.

That upon this decree becoming final, the Clerk of this Court is directed to furnish a certified copy thereof to the Secretary of State of the State of Mississippi, at his office in Jackson, Mississippi, and the petitioner herein, the Town of Olive Branch, shall furnish to the Chancery Clerk of DeSoto County, a map of plat of the boundaries of the Town of Olive Branch as altered, which map of plat shall be recorded in the official plat book of the County by said Clerk.

F.

That the petitioner, the Town of Olive Branch, is hereby taxed with all costs for which let execution issue.

ORDERED, ADJUDGED AND DECREED, this the 11th day of December, 1968.

Kenneth R. Carter
CHANCELLOR

STATE OF MISSISSIPPI,
DESOTO COUNTY.

I, H. G. Ferguson, Clerk of the Chancery Court in and for said county and state, hereby certify that the foregoing is a true and correct copy of the Decree

as the same appears on file or of record in Book 30, Page 275 of the records of DeSoto County, Mississippi. Witness my hand and official seal this 18th day of December

H. G. Ferguson
Clerk, DeSoto County, Mississippi

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State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

BROOKSVILLE MONASTERY, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this DECEMBER 31, 1968.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

CERTIFIED COPY OF RESOLUTION
ADOPTED BY MEMBERS OF BROOKS-
VILLE MONASTERY DIRECTING INCORPORATION

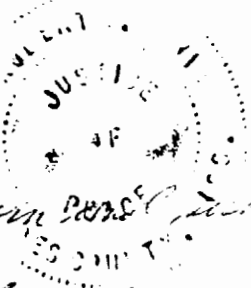
I, MARTIN T. ABEL, Secretary of BROOKS-
VILLE MONASTERY, an unincorporated association, do
hereby certify that the following is a true and
correct copy of a Resolution unanimously adopted by
the members of said association, on motion duly made
and seconded at a proper meeting of Brooksville
Monastery, properly called and held on the 29th day
of October, 1968, in the City of Brooksville,
Mississippi, at which meeting all members of said
association were present:

BE IT RESOLVED, that the purpose
of this association can be better
fulfilled under a corporate form
of existence, therefore, Augustine
Nave, Martin T. Abel and Nicholas
Dinneen are hereby designated in-
corporators of a nonprofit corpora-
tion to be formed under the laws of
the State of Mississippi to accom-
plish the aims of this association.
The incorporators are authorized
and directed to prepare, execute
and submit a Charter of Incorpora-
tion to the Secretary of State
of the State of Mississippi and
to determine the contents thereof.

WITNESS my signature as Secretary of said
association, this the 29th day of October, 1968.

Martin T. Abel

MARTIN T. ABEL, Secretary



Robert B. Brown
Subscribed to before me the 30th day October, 1968

Robert B. Brown
Notary Public, State of Mississippi, Commission Expires Jan 3, 1972. Justice of the Peace, Dist. 4, Lumberton County, Miss.

THE CHARTER OF INCORPORATION
OF BROOKSVILLE MONASTERY

1. The corporate title of said company is Brooksville Monastery, Inc.
2. The names and addresses of the incorporators are: Father Martin Abel, Brooksville, Mississippi, Brother Augustine Nave, Brooksville, Mississippi, Brother Nicholas Dinneen, Brooksville, Mississippi, all of whom are adult residents of the State of Mississippi.
3. The domicile is at Brooksville Monastery, W.P.A. Road, Star Route, Brooksville, Mississippi.
4. This is a non-profit corporation formed for religious and charitable purposes. It shall issue no shares of stock.
5. Period of existence shall be perpetual.
6. The purposes for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:

Subject to the above, this non-profit religious and charitable corporation is created for the purposes and with the following powers:

1. To create a religious community under the rule followed by the Order of Cistercians of the Strict Observance among those admitted to membership in the monastery.

2. To train and educate its members and those seeking membership in the monastery.

3. To engage in works of charity and to engage in farming, forestry, dairying and animal husbandry and the processing of farm, forest and animal products in order to support the monastery, its members and its works.

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

5. 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.

6. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

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

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

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

10. 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.

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

12. To elect officers, appoint agents and hire employees of the corporation, and define their duties and fix their compensation, if any.

13. 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.

14. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

15. To pay pensions and establish pension plans, pension trusts, and other incentive plans for any or all of its employees.

16. To cease its corporate activities and surrender its corporate charter.

17. To promote or engage in activities spiritually helpful to the people of Mississippi, including retreats, days of renewal and other activities and prayer, all in accord with the mind of the Roman Catholic Church.

18. No part of the assets of this corporation shall inure to the benefit of any individual. In the event of dissolution of this corporation all of its assets not required for the payment of debts shall be distributed to the New Melleray Abbey, Dubuque, Iowa, or in the event of its prior dissolution, then to some non-profit corporation, etc., association or society which is a part of or operated by the Roman Catholic Church, which shall be chosen by the members of this corporation at the time of its dissolution.

19. 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.

Brother Augustine Nave
BROTHER AUGUSTINE NAVE

Father Martin Abel
FATHER MARTIN ABEL

Br. Nicholas Dinneen
BROTHER NICHOLAS DINNEEN

INCORPORATORS

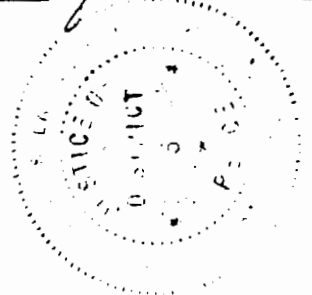
STATE OF MISSISSIPPI

COUNTY OF

This day personally appeared before me, the undersigned authority, BROTHER AUGUSTINE NAVE, FATHER MARTIN ABEL, and BROTHER NICHOLAS DINNEEN, incorporators of the corporation known as the BROOKSVILLE MONASTERY, who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 28 day of December, 1968.

Heather F. Williams - Justice of the Peace
NOTARY PUBLIC

MY COMMISSION EXPIRES: My Commission Expires Jan. 1, 1972



Received at the office of the Secretary of
State this the 30 day of Dec, 1968,
together with the sum of \$20.00 deposited to cover
the recording fee, and referred to the Attorney
General for his opinion.

Heber L. Linder
SECRETARY OF STATE

Jackson, Mississippi,

December 30, 1968

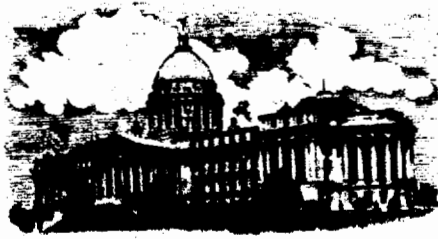
I have examined this application for the
charter of incorporation and am of the opinion that
it is not violative of the Constitution and laws
of the State, or of the United States.

JOT T. PATTERSON, Attorney
General

By Maurice R. Block
assistant attorney General

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

THE SECURITY BANK

CORINTH, MISSISSIPPI

is hereby approved.



*In Testimony Whereof, I have hereunto set
 my hand and caused the Great Seal
 of the State of Mississippi to be
 affixed, this the 31st of December, 1968.*

John Bell Williams

Governor.

Attest:

Heber Ladner

Secretary of State.

State of Mississippi

Department of Bank Supervision



JACKSON

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

THE SECURITY BANK

CORINTH, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ the 31st _____ day of
December _____ 19 68*



Herce Dree

STATE COMPTROLLER.

R E S O L U T I O N

RESOLVED, that the authorized capital stock of The Security Bank, Corinth, Mississippi, be increased from \$275,000 to \$350,000 and that the number of authorized shares of common stock of the par value of \$100.00 per share be increased from 2750 shares to 3500 shares.

FURTHER RESOLVED, that the Articles of Incorporation of The Security Bank, Corinth, Mississippi, be amended as follows, to-wit:

AMENDMENT OF ARTICLES OF INCORPORATIONOF THE SECURITY BANK

Article Four (4) of the Articles of Incorporation as heretofore changed and amended be stricken in its entirety and a new ARTICLE FOURTH inserted in lieu thereof as follows:

ARTICLE FOURTH

That the amount of the capital stock of this corporation shall be \$350,000, to be divided into 3500 shares of common stock of the par value of \$100.00 per share

FURTHER RESOLVED, that Liddon McPeters, President of The Security Bank, be and he is hereby authorized and empowered for, on behalf and in the name of The Security Bank to certify to three (3) copies of this Resolution and forward the same to the State Comptroller, Department of Bank Supervision, State of Mississippi, for his approval, together with the fee required by statute; and he is further authorized and directed to do any and all things necessary, proper and incident to obtain the proposed Amendment to the Articles of Incorporation of The Security Bank, Corinth, Mississippi.

C E R T I F I C A T E

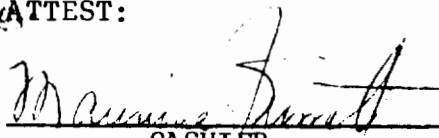
STATE OF MISSISSIPPI)
COUNTY OF ALCORN)

I, Liddon McPeters, do hereby certify that I am the President of The Security Bank, Corinth, Mississippi; that the above and foregoing is a true and correct copy of the Resolution amending the Articles of Incorporation of The Security Bank, Corinth, Mississippi, adopted at a special meeting of the stockholders of said bank held on the 24th day of December, 1968, in accordance with the bylaws of said bank; that all of the stockholders waived notice as required by statute and voted unanimously for the adoption of said Resolution, which stockholders, who own all of the issued and outstanding capital stock of said bank, were as follows: R. C. Liddon, W. Liddon McPeters, Mary G. McPeters, Margery E. McPeters, and Margaret W. Liddon.

WITNESS my signature and the seal of The Security Bank, this the 24th day of December, 1968.


PRESIDENT

ATTEST:


CASHIER



Received at the office of the Secretary of State, this the 31 day of Dec.

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Padner
SECRETARY OF STATE.

Jackson, Miss.,

December 31, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL
By C. W. Coleman
Assistant Attorney General.

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State of Mississippi

EXECUTIVE



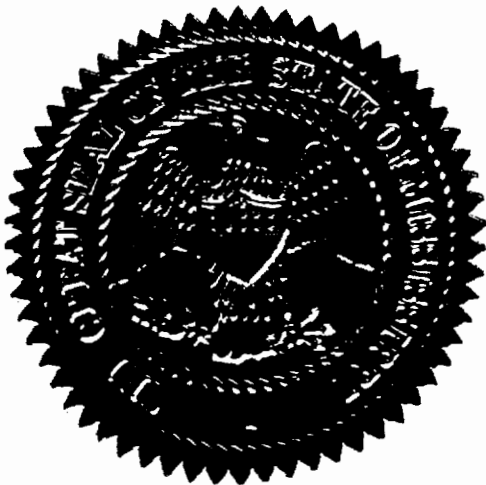
OFFICE

Jackson

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

SEBASTOPOL WATER ASSOCIATION

is hereby approved.



Attest:

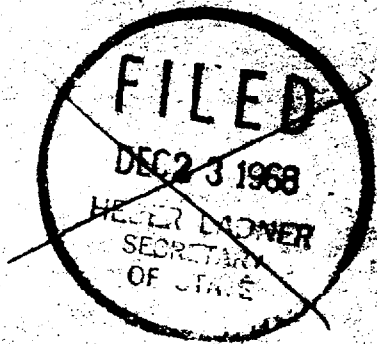
Heber Ladner

Secretary of State.

*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 2nd of January, 1969.*

Hubert Williams

Governor.

RESOLUTION

BE IT RESOLVED by the members of Sebastopol Water Association of Sebastopol, Mississippi that Section 6(a) of the Charter of Incorporation of said Association be amended to read as follows:

To associate its members together for their mutual benefit and to further the rehabilitation of said members, and to that end to construct, maintain and operate a private water system for the supplying of water for domestic, livestock and 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 mains, pipe lines, sewer lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of a water system and sewer system.

CERTIFICATE

I, G. U. Wolverton, Secretary of Sebastopol Water Association, do hereby certify that the foregoing resolution was adopted and approved by the members of said Association at a special meeting held according to law on December 17, 1968.

G. U. Wolverton
Secretary

FILED

DEC 23 1968

HEBER LADNER
SECRETARY
OF STATEAMENDMENT TO CHARTER OF INCORPORATION
OF SEBASTOPOL WATER ASSOCIATION

Section 6(a) of said charter is hereby amended to
read as follows:

"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
the supplying of 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 mains, pipe lines,
sewer lines, valves, meters and all other equipment
necessary to the construction, maintenance and
operation of a/^{rural} water system and sewer system.

ATTEST:

G. H. Woburn
Secretary

A. G. Easom Jr.
President

STATE OF MISSISSIPPI
COUNTY OF SCOTT

This day personally appeared before me, the undersigned
authority in and for said county A. G. Easom, Jr.,
who acknowledged that he signed and executed the above and
foregoing Amendment to Articles of Incorporation for and on
behalf of Sebastopol Water Association as its president on
this 19th day of December, 1968.

Kathleen Robertson
Notary Public

My commission expires:
July 9, 1971

Received at the office of the Secretary of State, this the 23 day of Dec

A. D., 1968, together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber L. Linder
SECRETARY OF STATE.

Jackson, Miss.,

December 23, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL.
By Maurice R. Black
Assistant Attorney General.

EXA 172 ARE 397

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

COURTLAND 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 6th day of January A. D. 1969.



Governor

By the Governor

Heber Ladner
Secretary of State

CHARTER OF INCORPORATION

COURTLAND BAPTIST CHURCH, INC.

Courtland, Mississippi

I.

The corporate title of said company is COURTLAND BAPTIST CHURCH, INC.

II.

The names and post office addresses of the incorporators are: E. L. Daugherty, Courtland, Mississippi; J. W. Beard, Courtland, Mississippi; and William Burns, Courtland, Mississippi. All of the above named incorporators are bona fide, adult, resident citizens of the State of Mississippi.

III.

The domicile of the Corporation is Courtland, Mississippi.

IV.

This is a non-profit corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a religious corporation under the provisions of HB 1335 of 1968 Regular Session of Mississippi Legislature.

V.

Period of existence shall be perpetual.

VI.

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

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

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

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

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

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

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

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

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

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

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

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

VII.

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

shall be liable for the claims of creditors.

E. L. Daugherty
E. L. Daugherty

J. W. Beard
J. W. Beard

William Burns
William Burns

STATE OF MISSISSIPPI

COUNTY OF PANOLA

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, E. L. Daugherty, J. W. Beard and William Burns, incorporators of the Corporation known as Courtland Baptist Church, Inc. who each acknowledged that they signed, executed and delivered the above and foregoing Articles of Incorporation as their act and deed on this the 21st day of Dec., 1968.

J. R. McClase
Notary Public
Mayor et officio J. R.

My Commission Expires:

June 30 1969

Received at the Office of the Secretary of State, this the 2nd
day of January, 1969, A. D., together with the sum
of Twenty Dollars (\$20.00) deposited to us as recording fee, and referred
to the Attorney General for his opinion.

Heber Lodner
Secretary of State

Jackson, Mississippi, January 2, 1969

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

Joe T. Patterson
Attorney General

BY: Maurice R. Black
Assistant Attorney General

CHURCH BUILDING & SAVINGS ASSOCIATION

Church Resolution Authorizing Incorporation

Courtland Baptist Church, Inc.Courtland, Mississippi
Address

WHEREAS, the above named Church, by proper resolution has heretofore named, constituted and appointed L. Daugherty, J. W. Beard,
and William Burns
as its Trustees to manage and hold title to properties and other assets of the Church, and

WHEREAS, the membership of said Church, at a meeting duly called for said purpose, determined, decided and voted by resolution to incorporate said Church and issue building bonds for repairs and new construction through Church Building & Savings Association, and in order to accomplish said purpose, adopted the following resolution, to-wit:

"Be it resolved that the above named Trustees be and they are hereby duly named, constituted and appointed to act for said Church and in its behalf in whatever action may be necessary or desirable to incorporate said Church for religious Purposes; and they are, furthermore, authorized and empowered for and on behalf of the Church to act as incorporators, to enter into written agreements, contracts and covenants with Church Building & Savings Association, and any and all other persons or firms necessary to accomplish the issuance of a bond program to finance repairs and new construction, and to take any and all other steps as may be necessary or advisable to effect a corporation or for the purpose of issuing building bonds for repairs to said Church or for new constuction. The named Trustees are, furthermore, authorized and empowered to hypothecate the properties of the Church or its assets, to enter into contracts, to issue bonds, make promissory notes, borrow money, or any other like matters which may be necessary or advisable for new church building construction or repair.

"Be it further resolved that the named Trustees shall continue in office with full authority herein granted until Successor Trustees have been duly and properly elected and qualified.

"Be it further resolved that the Church be bound by this resolution and the acts of its Trustees.

"This resolution adopted by the Church at a meeting duly called for said purpose on this the 8th day of Dec., 1968."

We, the undersigned Pastor and Secretary or Church Clerk of the above named Church, do hereby each certify that we hold the position opposite our names and further certify that the above and foregoing resolution was duly and properly adopted by the membership of said Church at a meeting called for said purpose on the 8th day of Dec., 1968. The above resolution appears on the official minutes of said Church.

WITNESS OUR SIGNATURES, this the 9th day of Dec., 1968.

J. E. Thurmond
Pastor J. E. Thurmond

Mrs. Betty Aldridge
Secretary (or Clerk) Mrs. Betty Aldridge

STATE OF MISSISSIPPI

COUNTY OF PANOLA

Sworn to and subscribed before me, this the 9th day of Dec., 1968.

R. H. Kless Mayor Courtland Miss
Notary Public & officio J. J.

My commission expires: June 30th 1969

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MERIDIAN M.I.S.S. HOUSING, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 6th day of January A. D., 1969.



William L. Waller
Governor

By the Governor

Heber Ladner
Secretary of State

CHARTER OF INCORPORATION
O F
MERIDIAN M. I. S. S. HOUSING, INC.

ARTICLE I.

The corporate title of said Company is Meridian M. I. S. S.
Housing, Inc.

ARTICLE II.

The names, post office addresses and zip codes of the incorporators, each of whom are adult resident citizens of the State of Mississippi are:

NAME	POST OFFICE ADDRESS	ZIP CODE
<u>Oble Clark</u>	<u>1329 - 28th Avenue, Meridian, Miss.</u>	<u>39301</u>
<u>Oliver Q. Foster</u>	<u>3007 - 23rd Street, Meridian, Miss.</u>	<u>39301</u>
<u>Phillip Kean</u>	<u>2111 - 25th Avenue, Meridian, Miss.</u>	<u>39301</u>

ARTICLE III.

The domicile of the corporation is: 1329 - 28th Avenue,
Meridian, Mississippi 39301.

ARTICLE IV.

This is a non-profit, non-share corporation and no shares of stock shall be issued. This corporation is created and shall operate and act as a civic improvement corporation and to provide uniform low cost multi-family housing under the provisions of House Bill #1335, Laws of 1968 of the State of Mississippi.

ARTICLE V.

The period of existence of the corporation shall be perpetual.

ARTICLE VI.

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

The corporation is organized and shall be operated for general civic improvement and in an effort to provide uniform low cost multi-family housing. Subject to the foregoing, the purpose and powers of this non-profit corporation are:

1. To purchase, rehabilitate and market, on a non-profit basis, dwellings for low and moderate income families and to provide, on a non-profit basis, uniform low cost multi-family housing and related facilities and services for low and moderate income families pursuant to applicable provisions of the National Housing Act, as amended, so as to provide for the general civic improvement of the City and County wherein such housing is located, and to provide adequate, safe and habitable quarters for low and moderate income persons.
2. To promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist, but not as a member thereof, other corporations, organizations or institutions in carrying on such activities. To solicit or receive funds and other property, personal and mixed, and any interest therein, by gift, transfer, devise, lease, or bequest, and invest, re-invest, hold, manage, administer, expand, and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise, lease or bequest.
3. No part of the income or principal of the corporation shall inure to the personal benefit of or be distributed to or for the personal benefit of any member, director or officer of the corporation during the existence of the corporation or upon its liquidation,

but reimbursement for expenditures, the payment of reasonable compensation for services rendered, or distributions to enable such person to further one or more of the above stated purposes shall not be deemed to be a distribution of income or principal. The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, nor shall it engage in any political campaign relating to the candidacy of any person, or otherwise.

4. To sue and be sued, complain and defend in its corporate name. To have a corporate seal which shall be impressed or affixed or in any other manner reproduced and to be impressed upon the By-Laws of the corporation at a place designated therefor, and to keep and use same as therein provided.
5. To purchase, take, receive, lease, or otherwise acquire, own, hold, maintain, improve, use and otherwise deal with the corporate property, real and personal, within the scope and purpose of this corporation or any interest therein wherever situated in accordance with the By-Laws of this corporation.
6. To sell, convey, mortgage, execute deeds of trust upon, pledge, lease, exchange transfer and otherwise dispose of all or any part of its property and assets.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic and foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To enter into contracts, borrow money at such lawful rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations, by mortgage, deed of trust or pledge upon any or all of its property and income.
9. To lend money for its corporate purposes, invest and re-invest its funds, and may take security for the repayment of funds so loaned or invested.
10. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act in any state, territory, district, or possession of the United States, or in any foreign country, if permitted so to do by the laws thereof.
11. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation for services actually rendered to the corporation as may be provided in said By-Laws.
12. To make and alter By-Laws at regular or special meetings of the members, not inconsistent with its Charter of Incorporation or with the laws of this state, for the administration and regulation of the internal affairs of the corporation.
13. To have and exercise all powers reasonably necessary to effect any or all of the purposes and powers for which the corporation is organized, including the execution of a Regulatory Agreement with the Federal Housing Commissioner and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. 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 insured or held by the Federal Housing Commissioner.

However, such powers are subject to the limitation that in all events the corporation shall not engage in activities which in themselves are not in furtherance of one or more of the above stated purposes of the corporation.

14. At the organizational meeting of the corporation, this charter shall be accepted, if found to be acceptable by the members; the members shall adopt said By-Laws, elect a president, vice-president and a secretary-treasurer and such number of directors as the members may determine, and to provide in said By-Laws the duties, authority, responsibilities and qualifications of each. The Board of Directors shall have such authority as may be granted unto them in said By-Laws. For the transaction of business at the organizational meeting, a quorum shall consist of a majority of the members present.
15. To cease its corporate activities and surrender its corporate franchise. In the event of dissolution, all of the remaining assets of the corporation shall be distributed to such educational, charitable and literary organizations as have been determined tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 of the United States, or any similar provision to be hereafter enacted; the particular organizations to which distribution is to be made hereunder shall be selected by a majority vote of the members at any regular or special meeting of said members; provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Federal Housing Commissioner or his nominee.

ARTICLE VII.

This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends of profits among its members, shall vest in each member the right to one (1) vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such 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.

WITNESS THE SIGNATURES OF THE INCORPORATORS, this the

19th day of December, 1968.

Obie Clark

Oliver Q. Foster

Phillip Kean

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named OBIE CLARK,

OLIVER Q. FOSTER and PHILLIP KEAN,

who each individually acknowledged to me that they signed the above and foregoing Charter of Incorporation of MERIDIAN M. I. S. S. HOUSING, INC. as incorporators thereof on the day and year therein mentioned.

Given under my hand and official seal this the 19th day of

December, 1968.

Mary a. Rouse
NOTARY PUBLIC

My Commission Expires: May 15, 1972.

CERTIFICATE OF RESOLUTION

THE UNDERSIGNED officers, having been duly elected and qualified and currently occupying the offices of President and Secretary, respectively, of Helping Hand Association, an unincorporated charitable and civic improvement association, hereby certify that the following resolution was unanimously adopted by the full membership of the association at its special meeting, properly called for that purpose, on DECEMBER 19, 1968, was then spread upon the minutes of the association and has not been subsequently altered, amended, rescinded or revoked, to-wit:

WHEREAS, this association is a duly and legally organized and operating association of individual resident citizens of the State of Mississippi and has operated heretofore in the charitable and civic improvement fields through its donations, services and other efforts for many years; and

WHEREAS, this association is in fact a civic improvement and charitable association; and

WHEREAS, the association feels that more can be done and accomplished by the group in the charitable and civic improvement fields and the said association, in an effort to improve and enlarge its contributions and efforts, desires to incorporate under the name of Meridian M. I. S. S. Housing, Inc., with its domicile in Meridian, Mississippi, all under the non-profit corporation laws of the State of Mississippi.

NOW THEREFORE, BE IT RESOLVED:

That Obie Clark, Oliver Q. Foster and Phillip Kean, each being an adult resident citizen of Lauderdale County, Mississippi, and also a member in good standing of the Helping Hand Association, be, and they are hereby authorized and directed to do each and every legally necessary and incidental act to cause this charitable and civic improvement association to be incorporated under the applicable non-profit corporation statutes of the Mississippi Code of 1942 as Recompiled.

BE IT FURTHER RESOLVED:

That the corporation to be formed be created in compliance with Mississippi laws, for the purpose of providing uniform low cost multi-family housing and receiving, holding, investing, improving and dealing with donations and contributions and then to pay same, with gains thereon less reasonable expenses and costs, to organizations which are described in Sections 501 (C) (3) of the United States Internal Revenue Code of 1954 and Amendments thereto and which are exempt from Federal income taxation under Section 501 (A) of said United States Internal Revenue Code of 1954 and Amendments thereto.

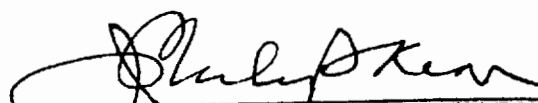
BE IT FURTHER RESOLVED:

That the aforementioned three members be and they are hereby authorized to do each and every thing legally necessary and incidental to acquire from the United States Internal Revenue Service a Certification, Classification or other designated ruling, by whatever name called, that the resulting corporation is in fact exempt from Federal income taxation and that all donations and contributions to the said corporation are deductible on the Federal income tax return of the grantor or donor.

WITNESS OUR SIGNATURES on this the 19th day of December, 1968.


OBIE CLARK, PRESIDENT


OLIVER Q. FOSTER, TREASURER


PHILLIP KEAN, SECRETARY

CERTIFICATE OF ASSOCIATION SECRETARY

I, Phillip Kean, the duly authorized and legal custodian of the Minutes of the Helping Hand Association, certify that the above and foregoing Resolution was unanimously passed by one hundred percent of the members at

a special meeting of the association properly called for the purpose, that it is signed by the president, secretary and treasurer of said association, and that said Resolution is in the Minute Book of the Helping Hand Association which is in my custody.


SECRETARY

CERTIFICATE OF SECRETARY OF STATE

Received at the office of the Secretary of State this the 30th day
of Dec -, A. D., 1968, together with the sum of \$20.00 deposit
to cover the recording fee, and referred to the Attorney General for his opinion.

Hubert Ladner
SECRETARY OF STATE

OPINION OF ATTORNEY GENERAL

Jackson, Mississippi

Dec 31 1968

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.

Joe T. Patterson
ATTORNEY GENERAL

By: Maurice R. Black
ASSISTANT ATTORNEY GENERAL

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

PUSHMATAHA AREA COUNCIL,

BOY SCOUTS OF AMERICA

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 6th day of January, 1969.*

Attest:

Heber Ladner
Secretary of State.

Governor.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PUSHMATAHA AREA COUNCIL, BOY SCOUTS OF AMERICA

FIRST: The name of this corporation is Pushmataha Area Council, Boy Scouts of America.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation on December 9, 1968:

The domicile of the corporation is changed from West Point, Clay County, Mississippi to 420 31st Avenue North, Columbus, Lowndes County, Mississippi.

Dated 12-18 1968.

PUSHMATAHA AREA COUNCIL,
BOY SCOUTS OF AMERICA

BY: Wesley Patch
Its President

BY: [Signature]
Its Secretary

STATE OF MISSISSIPPI

COUNTY OF LOWNDES

I, John F. S. Sims, a notary public, do hereby certify that on this 18 day of December, 1968, Personally appeared before me Wesley Patch and D. Ted Childress, who, being by me first duly sworn, declared that they are the President and Secretary respectively of Pushmataha Area Council, Boy Scouts of America, that they executed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

My commission expires:

February 6, 1969

RESOLUTION OF MEMBERSHIP OF PUSHMATAHA AREA
COUNCIL, BOY SCOUTS OF AMERICA, CHANGING
DOMICILE OF SAID CORPORATION FROM WEST POINT,
CLAY COUNTY, MISSISSIPPI, TO 420 31st AVENUE
NORTH, COLUMBUS, LOWNDES COUNTY, MISSISSIPPI

WHEREAS, The Pushmataha Area Council, Boy Scouts of America was incorporated as a non-profit, non-share corporation domiciled in West Point, Clay County, Mississippi, on March 2, 1954, and said corporate charter is duly recorded in Photostat Book number 44, Pages 447-449 in the corporate records of the State of Mississippi on file in the office of the Secretary of State of said State, and is also on file in the corporate records of the Chancery Clerk of Clay County, Mississippi; and,

WHEREAS, said corporation has since its incorporation constructed and moved into a new Boy Scout Service Center in Columbus, Lowndes County, Mississippi, at 420 31st Avenue North; and,

WHEREAS, it is necessary to amend said corporate charter showing a change in domicile.

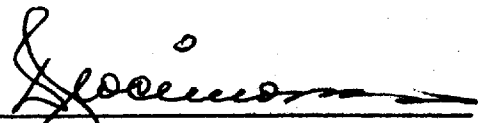
NOW THEREFORE, be it resolved by the Council in a regular annual meeting assembled, pursuant to due and proper notice and call, that the domicile of said corporation be changed from West Point, Clay County, Mississippi, to 420 31st Avenue North, Columbus, Lowndes County, Mississippi, and that the President and secretary of said Council be and they are hereby authorized to execute any and all instruments necessary to effect said charter amendment.

C E R T I F I C A T E

STATE OF MISSISSIPPI

COUNTY OF LOWNDES

PERSONALLY appeared before me, the undersigned authority in and for the County and State aforesaid, D. TED CHILDRESS, who being first duly sworn on his oath deposes and says that he is Secretary of Pushmataha Area Council, Boy Scouts of America, and that as such he is the keeper of the minutes and records of said corporation and that the above and foregoing is a true and correct copy of resolution duly made, passed and recorded at a regular annual meeting of said corporation on December 9, 1968, as the same appears on the records of said corporation.


D. TED CHILDRESS
SECRETARY

SWORN TO AND SUBSCRIBED before me this the 18 day of December, A. D., 1968.


NOTARY PUBLIC

(S E A L)

My Commission expires:

February 6, 1969

Received at the office of the Secretary of State, this the 30th day of Dec -

A. D., 1968, together with the sum of \$10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Stelvin L. Linder
SECRETARY OF STATE.

Jackson, Miss.,

Dec 31, 1968

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.

Joe T. Patterson
ATTORNEY GENERAL.

By Maurice R. Black
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BLOOD SERVICES

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 6th day of January, 1969.*

John Bell Williams

Attest:

Governor.

Heber Ladner
Secretary of State.

STATE OF ARIZONA



To all to Whom these Presents shall Come, Greeting:

I, CHARLES D. HADLEY, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the CERTIFICATE OF AMENDMENT to the ARTICLES OF INCORPORATION, and ARTICLES OF INCORPORATION as Amended through November 30, 1968:

BLOOD SERVICES

which was filed in the office of the Arizona Corporation Commission on the 11th day of December, 1968, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 20th DAY OF December A. D. 1968

Charles D. Hadley
BY SECRETARY

ARTICLES OF INCORPORATION
Of
BLOOD SERVICES

As Amended through November 30, 1968

THIS IS TO CERTIFY that on various dates prior to and including November 30, 1968, the Articles of Incorporation of BLOOD SERVICES were amended so that they thereafter read as follows:

ARTICLE I

Name. On September 17, 1943, when its original Articles of Incorporation were filed under the nonprofit corporation laws of the State of Arizona, the name of this corporation was "THE SALT RIVER VALLEY BLOOD BANK," AUSPICES OF THE MARICOPA COUNTY MEDICAL SOCIETY, but by virtue of subsequent amendments the name of this corporation was changed to and now is BLOOD SERVICES.

ARTICLE II

Principal Place of Business. The principal office for the transaction of the business of the corporation shall be in Maricopa County, State of Arizona, but the corporation shall be empowered to transact business anywhere in the world.

ARTICLE III

Objects and Purposes. This corporation shall always be a nonstock, nonprofit corporation, and the objects and purposes for which it is established and operated do not and shall not ever include pecuniary profit, gain or private advantage for the incorporators, trustees or officers, nor for the corporation. No part of the net earnings of this corporation shall inure to the benefit of, or be paid or distributed to, any incorporator, trustee, or officer except (in the case of trustees) as reimbursement of expenses and losses incurred in attendance at corporate meetings and otherwise in participating in the business and activities of the corporation, and (in the case of officers who are not also trustees) as reimbursement of expenses and as payment of reasonable salaries, including deferred compensation, pension, or retirement pay. Notwithstanding that this corporation shall be authorized to and shall make reasonable charges

1 for its services whenever the recipients of such services are
 2 able to pay therefor, this corporation shall be so operated
 3 that its primary and controlling purpose shall be the exten-
 4 sion of its services to the general public use, to the poor as
 5 well as to the rich, not sporadically and to a few individuals,
 6 but to the whole public, indefinitely both as to number and
 7 time, and all funds received by this corporation for its
 8 services, or otherwise in excess of the cost of its operations,
 9 shall be held in trust for the accomplishment of its objects
 10 and purposes. Such objects and purposes are and shall be the
 11 establishment and operation for the benefit of the whole public
 12 generally of permanent banks or storage reservoirs of and the
 13 distribution therefrom to the whole public generally of human
 14 blood, blood plasma, human bone, breast milk, human skin,
 15 human eyes and all other types and kinds of human tissue, to-
 16 gether with the establishment and operation for the benefit
 17 of the whole public generally of any and every type or kind
 18 of scientific, technical or research service or facility
 19 designed to assist in the care, treatment, rehabilitation,
 20 reconstruction or cure of the human body by the medical pro-
 21 fession or designed to increase or improve scientific or
 22 technical knowledge for the benefit of humanity or the assist-
 23 ance of the medical profession.

24 General Nature of Business. Business shall be carried
 25 on by the corporation only in order to accomplish the objects
 26 and purposes for which the corporation is established, and
 the general nature of the businesses which may be so transact-
 ed shall be:

1. The business of establishing and operating human
 blood banks, blood processing laboratories, blood fractiona-
 tion laboratories, blood storage depots, and bleeding centers,
 and of procuring, drawing, storing, processing, and distribut-
 ing blood fractionation products for transfusion and treatment
 purposes;

2. The business of providing to the whole public general-
 ly, at the lowest possible cost or expense, whether on a pre-
 paid basis or otherwise, whole blood and plasma for transfusion
 purposes and a whole blood transfusion service;

3. The business of establishing and operating human
 bone banks, breast milk banks, human skin banks, human eye
 banks, and human tissue banks, and of procuring, storing,
 processing and distributing the products thereof;

4. The business of establishing and operating research
 laboratories, scientific laboratories, technical laboratories,
 biologics laboratories and related laboratories, services and
 facilities engaged or designed to engage in research of a

scientific, medical, surgical, technical or related nature;

5. The business of establishing and operating teaching centers, research centers, schools and related training facilities for the education and training of persons in laboratory, medical, scientific and related fields;

6. The business of providing its products and services to the public generally, to the medical profession, to governmental agencies and institutions, and to hospitals, at reasonable charges, but the products or services of the corporation shall never be denied to any person on account of his inability to pay for the same.

Powers. This corporation shall have and exercise all powers necessary for, incidental to, desirable for or useful or convenient in carrying out the foregoing objects and purposes, and while such powers shall include but not be limited to the following, no power shall be exercised otherwise than in furtherance of such objects and purposes:

7. To have one or more offices and conduct business in any state, territory, district or colony of the United States or in any foreign country;

8. To enter into, make, perform, assume, and carry out contracts;

9. To borrow money;

10. To carry on business in its own name, in any assumed business name, or through any subsidiary or related corporation;

11. To sue and be sued in its own name, or in any assumed business name;

12. To accept gifts, bequests and donations, whether of blood, breast milk, bone or tissue, and whether of money or property, and to hold and use the same to carry out the objects and purposes of this corporation;

13. To make grants of funds, blood or assets of any kind or character to any person, partnership, association, corporation, government or entity, for the purpose of encouraging, stimulating, gathering or disseminating scientific knowledge, for research purposes, or for any purpose designed or calculated in any manner whatsoever to carry out any of the purposes or objects of this corporation or any related purpose or objects;

14. To do any and all acts and things, and to have and to exercise any and all other and further powers necessary, convenient, incidental, desirable or useful in any manner whatsoever in carrying out the objects and purposes hereinabove set forth.

ARTICLE IV

1. Conduct of Affairs. The affairs of this corporation shall be conducted by a Board of Trustees and such officers, committees, agents and employees as the Trustees or the President may from time to time appoint.

2. Number of Trustees. The number of Trustees shall be designated by the Bylaws and shall be not smaller than seven nor larger than twenty-five.

3. Election of Trustees at Annual Meetings. Except for honorary Trustees and interim Trustees elected to serve out such portion of an unexpired term as remains from the death or resignation of a Trustee until the next annual meeting of the Board, Trustees shall be elected at the annual meetings of the Board of Trustees to be held on such date as shall be specified by the President or the Chairman of the Board by notice dispatched to all Trustees not fewer than thirty days prior thereto. The President of the Maricopa County Medical Society shall serve as an honorary Trustee.

4. Nominations by Medical Societies. No Trustees shall be elected at any annual meeting until after nominations shall have been solicited from the appropriate Medical Society or Societies in the manner provided by the Bylaws with respect to any vacancies on the Board which are required by the Bylaws to be filled from or pursuant to nominations made by a County or State Medical Society or Association.

5. Method of Election and Terms. The method of holding elections shall be specified in the Bylaws, but as near as may be each Trustee elected at an annual meeting shall serve a term of three years, and the terms of one-third of the whole number of Trustees shall expire at each annual meeting.

6. Vacancies Arising Otherwise than by Expiration of Term. On the death or resignation of any Trustee, the Board may at any meeting other than an annual meeting elect an interim Trustee to serve until the next annual meeting, and nominations from a Medical Society need not be sought prior to such interim election. The failure of the Board to fill any such vacancy shall not invalidate any subsequent act of the corporation, the Board of Trustees, or the Executive Committee, but the Board shall at all times consist of the number

1 of Trustees then actually serving, provided, however, that if
2 the number of Trustees shall fall below seven, and if no annual
3 meeting shall be scheduled within sixty days, the remaining
4 members of the Board shall within such sixty day period hold a
special meeting for the purpose of electing such interim Trustees as the Board may choose, so as to increase the number of Trustees at least to seven.

5 7. Trustees Must be Physicians and May Succeed Them-
6 selves. No person shall be elected to or shall serve as a
7 member of the Board of Trustees unless he be a member of the
American Medical Association, or be eligible for such membership. Trustees may be elected to succeed themselves.

8 ARTICLE V

9 Executive Committee. The Board of Trustees shall have
10 the power from time to time to adopt and amend Bylaws for the
11 government of the corporation, and such Bylaws shall designate
12 the method of selecting an Executive Committee of the Board of
13 Trustees to consist of not fewer than three Trustees. The
14 Executive Committee shall have and exercise all powers hereby,
15 by law, or by the Bylaws, given and granted to the Board of
16 Trustees, save and except only the power to amend these
17 Articles of Incorporation and to elect Trustees, and each,
all and every other action authorized, taken, ratified or
approved by the Executive Committee of the Board of Trustees
at any regular or special meeting thereof shall be in all
respects binding upon the corporation without the necessity
of concurrence, ratification, or approval by the Board of
Trustees. All actions of the Executive Committee shall be
taken, accepted, certified to, designated, called and for all
purposes considered actions of the Board of Trustees.

18 ARTICLE VI

19 Initial Trustees (Directors). The names of the persons
20 who, at a special meeting called for such purpose and held at
21 the Medical Library, Professional Building, Phoenix, Arizona,
22 on March 27, 1943, were elected by the original incorporators
23 of this corporation to serve as the initial Trustees (then
called Directors) of this corporation are: Louis B. Baldwin,
M.D., Howell Randolph, M.D., Louis G. Jekel, M.D., Henry L.
Franklin, M.D., Harlan Mills, M.D., Katherine Key Baldwin
and Cavett Robert, all of Phoenix, Arizona.

24 ARTICLE VII

25 Amendment of Articles. These Articles of Incorpora-
26 tion may be amended only by the affirmative vote of two-
thirds of the whole number of the Board of Trustees, cast at

any regular or special meeting of the Board.

ARTICLE VIII

Time of Commencement and Term. While the original Articles of this corporation were filed in the office of the Arizona Corporation Commission on September 17, 1943, a certificate of incorporation was not issued until November 10, 1943. The original Articles specified that the corporation was formed to endure for twenty-five years, with the right of renewal as provided by law, and a resolution of renewal was adopted on December 1, 1967, renewing corporate existence for twenty-five years from November 10, 1968. It is intended that by virtue of successive renewals the corporation shall have perpetual existence.

ARTICLE IX

Exemption of Private Property. The private property of the incorporators, directors, trustees, officers, employees, and agents of this corporation shall be forever exempt from liability for its debts and obligations.

ARTICLE X

Indebtedness. The highest amount of liability, direct or contingent, to which this corporation shall at any time subject itself shall be the sum of \$1,000,000.

ARTICLE XI

Incorporators. The original incorporators of this corporation were Louis B. Baldwin, M.D., Louis G. Jekel, M.D., Henry L. Franklin, M.D., Katherine Key Baldwin and Cavett Robert, all of Phoenix, Arizona.

ARTICLE XII

Indemnification of Trustees and Officers. Subject to the further provisions hereof, the corporation shall indemnify any and all of its trustees, officers, former trustees and former officers, against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as trustee or officer of the corporation. Whenever any trustee, officer, former trustee or former officer shall report to the Executive Director of the corporation or the Chairman of the Board of Trustees that he has incurred or may incur expenses, including

1 but not limited to legal fees, judgments and penalties in a
 2 legal action brought or about to be brought against him for
 3 or on account of any action or omission alleged to have been
 4 committed by him while acting within the scope of his employ-
 5 ment as a trustee or officer of the corporation, the Board of
 6 Trustees of the corporation shall, at its next regular or at
 7 a special meeting held within a reasonable time thereafter,
 8 determine in good faith whether, in regard to the matter in-
 9 volved in the action or contemplated action, such person
 10 acted, failed to act, or refused to act wilfully, with gross
 11 negligence or with fraudulent or criminal intent. If the
 12 Board of Trustees determines in good faith that such person
 13 did not act, fail to act, or refuse to act wilfully or with
 14 gross negligence or with fraudulent or criminal intent in
 15 regard to the matter involved in the action or contemplated
 16 action, indemnification shall be mandatory and shall be auto-
 17 matically extended as specified herein, provided, however,
 18 that no such indemnification shall be available with respect
 19 to liabilities under any State or Federal Securities Act, and
 20 provided further, that the corporation shall have the right
 21 to refuse indemnification in any instance in which the person
 22 to whom indemnification would otherwise have been applicable
 23 shall have unreasonably refused to permit the corporation,
 24 at its own expense and through counsel of its own choosing,
 25 to defend him in the action.

ARTICLE XIII

15 Devolution of Assets on Dissolution. Upon the dissolu-
 16 tion of this corporation, whether such dissolution shall re-
 17 sult from voluntary action on the part of the Board of Trus-
 18 tees, court order, or lapse of time, no part of the remaining
 19 assets of the corporation, after the discharge of all cor-
 20 porate liabilities, shall inure to the private profit, bene-
 21 fit, or advantage of any Trustee or former Trustee, but the
 22 whole of such remaining assets shall be by the Trustees
 23 distributed, in cash or in kind, in fee, absolutely, and with-
 24 out possibility of reversion, as absolute gifts without return
 25 consideration, direct or indirect, in such amounts and propor-
 26 tions as the said Trustees shall determine, to such charitable,
 scientific or educational foundations, corporations, societies,
 associations, or institutions as the said Trustees shall
 select, provided, however, that the area of selection shall
 be limited to foundations, corporations, societies, associa-
 tions and institutions (a) which by reason of their chari-
 table, scientific or educational purposes have been held to
 be exempt from the payment of income and property taxes, (b)
 which are engaged in activities related directly or indirect-
 ly to public health, and (c) whose broad humanitarian purposes
 are similar to those of this corporation. The determination
 of the Trustees with respect to all such distributions shall

be final, but prior to making any such distribution, the Trustees shall solicit the recommendations of the local medical societies in each county in which the corporation shall, immediately prior to such dissolution, have operated a blood bank.

(CORPORATE SEAL)

/s/ W. QUINN JORDAN
W. Quinn Jordan, President

ATTEST:

/s/ PAUL M. ROCA
Paul M. Roca, Assistant Secretary

STATE OF ARIZONA }
COUNTY OF MARICOPA } ss.

On this, the 10th day of December, 1968, before me, the undersigned officer, personally appeared W. QUINN JORDAN, who acknowledged himself to be the President of Blood Services, a corporation, and who acknowledged that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(NOTARIAL SEAL)

/s/ EMILY L. SMITH
Notary Public

My commission expires:

July 30, 1971

CERTIFICATION

PAUL M. ROCA, Assistant Secretary of Blood Services, hereby certifies:

He has actual custody of the minute books and other corporate records of the corporation. He has compared the text of the foregoing Articles of Incorporation as amended through November 30, 1968, with the text of the original Articles of Incorporation of the corporation filed in the office of the Arizona Corporation Commission on September 17,

1 1943, and with the texts of all subsequent amendments thereto
2 similarly so filed, true copies of all of which are in his
3 custody, and he hereby certifies that the foregoing text
4 constitutes a truly and correctly transcribed text of the
5 Articles of Incorporation of Blood Services as amended through
6 November 30, 1968. He further certifies that no amendment to
7 the Articles of Incorporation has been adopted subsequent to
8 that date and prior to the date of this certificate.

9
10 GIVEN under my hand and the seal of Blood Services, a
11 corporation, this 10th day of December, 1968.

12 /s/ PAUL M. ROCA

13 Paul M. Roca, Assistant Secretary

14 (CORPORATE SEAL)

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LAW OFFICES
LEWIS ROCA BEAUCHAMP & LINTON
ONE FOURTEEN WEST ADAMS STREET
PHOENIX, ARIZONA 85003
TELEPHONE 252-5511

38995

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

DEC 11 1968

At 2:35 P.M. at request of
Lewis, Roca, Beauchamp and Linton
114 West Adams Street
Phoenix, Arizona
Lemma Procter
Charles D. Hadley,

CERTIFICATE OF AMENDMENTS
To
ARTICLES OF INCORPORATION
Of
BLOOD SERVICES

KNOW ALL MEN:

On November 30, 1968, the Articles of Incorporation of
BLOOD SERVICES were amended in the following particulars:

FIRST AMENDMENT

Article I was amended to read as follows:

"ARTICLE I

"Name. On September 17, 1943, when its
original Articles of Incorporation were filed
under the nonprofit corporation laws of the
State of Arizona, the name of this corporation
was 'THE SALT RIVER VALLEY BLOOD BANK,' AUSPICES
OF THE MARICOPA COUNTY MEDICAL SOCIETY, but by
virtue of subsequent amendments the name of this
corporation was changed to and now is BLOOD
SERVICES."

SECOND AMENDMENT

Article IV was divided into numbered paragraphs and
amended to read as follows:

"ARTICLE IV

"1. Conduct of Affairs. The affairs of
this corporation shall be conducted by a Board
of Trustees and such officers, committees,
agents and employees as the Trustees or the
President may from time to time appoint.

"2. Number of Trustees. The number of
Trustees shall be designated by the Bylaws and
shall be not smaller than seven nor larger than
twenty-five.

"3. Election of Trustees at Annual Meetings.
Except for honorary Trustees and interim Trustees
elected to serve out such portion of an unexpired
term as remains from the death or resignation of

1 a Trustee until the next annual meeting of the
2 Board, Trustees shall be elected at the annual
3 meetings of the Board of Trustees to be held on
4 such date as shall be specified by the President
5 or the Chairman of the Board by notice dispatched
6 to all Trustees not fewer than thirty days prior
7 thereto. The President of the Maricopa County
8 Medical Society shall serve as an honorary
9 Trustee.

10 "4. Nominations by Medical Societies. No
11 Trustees shall be elected at any annual meeting
12 until after nominations shall have been solicited
13 from the appropriate Medical Society or Societies
14 in the manner provided by the Bylaws with respect
15 to any vacancies on the Board which are required
16 by the Bylaws to be filled from or pursuant to
17 nominations made by a County or State Medical
18 Society or Association.

19 "5. Method of Election and Terms. The
20 method of holding elections shall be specified
21 in the Bylaws, but as near as may be each Trustee
22 elected at an annual meeting shall serve a term
23 of three years, and the terms of one-third of the
24 whole number of Trustees shall expire at each
25 annual meeting.

26 "6. Vacancies Arising Otherwise than by
Expiration of Term. On the death or resignation
of any Trustee, the Board may at any meeting
other than an annual meeting elect an interim
Trustee to serve until the next annual meeting,
and nominations from a Medical Society need not
be sought prior to such interim election. The
failure of the Board to fill any such vacancy
shall not invalidate any subsequent act of the
corporation, the Board of Trustees, or the Execu-
tive Committee, but the Board shall at all times
consist of the number of Trustees then actually
serving, provided, however, that if the number
of Trustees shall fall below seven, and if no
annual meeting shall be scheduled within sixty
days, the remaining members of the Board shall
within such sixty day period hold a special
meeting for the purpose of electing such interim
Trustees as the Board may choose, so as to in-
crease the number of Trustees at least to seven.

"7. Trustees Must be Physicians and May
Succeed Themselves. No person shall be elected to

or shall serve as a member of the Board of Trustees unless he be a member of the American Medical Association, or be eligible for such membership. Trustees may be elected to succeed themselves."

THIRD AMENDMENT

Article VIII was amended to read as follows:

"ARTICLE VIII

"Time of Commencement and Term. While the original Articles of this corporation were filed in the office of the Arizona Corporation Commission on September 17, 1943, a certificate of incorporation was not issued until November 10, 1943. The original Articles specified that the corporation was formed to endure for twenty-five years, with the right of renewal as provided by law, and a resolution of renewal was adopted on December 1, 1967, renewing corporate existence for twenty-five years from November 10, 1968. It is intended that by virtue of successive renewals the corporation shall have perpetual existence."

/s/ W. QUINN JORDAN

W. Quinn Jordan, President

(CORPORATE SEAL)

ATTEST:

/s/ PAUL M. ROCA

Paul M. Roca, Assistant Secretary

1 STATE OF ARIZONA }
 2 COUNTY OF MARICOPA } ss.

3 On this, the 10th day of December, 1968, before me, the
 4 undersigned officer, personally appeared W. QUINN JORDAN, who
 5 acknowledged himself to be President of BLOOD SERVICES, a
 6 corporation, and who acknowledged that he, as such President,
 7 being authorized so to do, executed the foregoing instrument
 8 for the purposes therein contained.

9 IN WITNESS WHEREOF, I hereunto set my hand and offi-
 10 cial seal.

11 (NOTARIAL SEAL) /s/ EMILY L. SMITH
 12 Notary Public

13 My commission expires:

14 July 30, 1971

15 CERTIFICATION

16 PAUL M. ROCA, Assistant Secretary of BLOOD SERVICES,
 17 a corporation, hereby certifies:

18 He has actual custody of the minute books and other
 19 corporate records of the corporation. Blood Services was
 20 incorporated in the State of Arizona as a nonprofit corpora-
 21 tion pursuant to the provisions of Section 53-408, Arizona
 22 Code 1939 (now Section 10-451, Arizona Revised Statutes), and
 23 its Articles of Incorporation may therefore be amended in
 24 accordance with the provisions of Section 10-452, Arizona
 25 Revised Statutes. Article VII of the Articles of Incorpora-
 26 tion specified on November 30, 1968, and now specifies that
 the power to amend the Articles of Incorporation is vested in
 the Board of Trustees, by action of a two-thirds majority, at
 any regular or special meeting of the Board of Trustees. No
 provision was then or is now made in the Articles of Incor-
 poration or the Bylaws of Blood Services for membership. As
 specified in the Articles of Incorporation and the Bylaws,
 the term "Board of Trustees" is synonymous with the term
 "Board of Directors," the term "Trustees" is synonymous with
 the term "Directors," and the term "Trustee" is synonymous
 with the term "Director."

LAW OFFICES
LEWIS ROCA BEAUCHAMP & LINTON
ONE FOURTEEN WEST ADAMS STREET
PHOENIX, ARIZONA 85003
TELEPHONE 252-5511

Prior to November 15, 1967, affiant, as Assistant Secretary of Blood Services, prepared a certain written notice which proposed amendments to the Articles of Incorporation of Blood Services, and on November 15, 1967, which was more than ten days prior to both December 1, 1967, and November 30, 1968, he caused a copy of such notice to be mailed by United States mail, postage prepaid, to each Trustee of Blood Services. Such notice stated that at the annual meeting of the Board of Trustees to be held on December 1 and 2, 1967, the Board would be asked to consider amending the Articles of Incorporation in several particulars including but not limited to the aspects of the Articles to which the amendments set out in the foregoing certificate are addressed. The annual meeting of the Board of Trustees was duly and regularly held on December 1 and 2, 1967, in accordance with that and prior notices, and a resolution to amend the Articles of Incorporation in one of the particulars referred to in the notice was then and there adopted, but action on the other aspects of the Articles to which the amendments set out in the foregoing certificate are addressed was by order of the Board of Trustees deferred to a subsequent meeting of such Board. Thereafter affiant, as Assistant Secretary of Blood Services, revived the notice of November 15, 1967, and on September 13, 1968, which was more than ten days prior to November 30, 1968, he caused a copy of the notice of November 15, 1967, to be mailed by United States mail, postage prepaid, to each Trustee of Blood Services, along with a reminder that at the annual meeting of the Board of Trustees to be held on November 29 and 30, 1968, the matter of amending the Articles of Incorporation in several particulars including the aspects to which the amendments set out in the foregoing certificate are addressed would be again considered. The whole number of Trustees of Blood Services is thirteen, and two-thirds of such number is nine. The annual meeting of the Board of Trustees was duly and regularly held on November 29 and 30, 1968, in accordance with a notice issued by the undersigned on August 14, 1968, and on that date by him mailed to each Trustee. At that meeting on November 30, 1968, resolutions to amend the Articles in the manner set out in the foregoing certificate were duly and regularly adopted by the affirmative vote of more than two-thirds of the whole number of Trustees, that is to say, by the affirmative vote of twelve Trustees.

He has compared the text of the resolutions to amend the Articles of Incorporation adopted by the Trustees on November 30, 1968, with the text of the foregoing certificate, and he hereby certifies that the texts are in all respects identical.

W. Quinn Jordan is and at all times material hereto was President of Blood Services, and the undersigned Paul M.

1 Roca is and at all times material hereto was Assistant Secre-
2 tary of Blood Services.

3 GIVEN under my hand and the seal of the corporation
4 this 10th day of December, 1968.

5 /s/ PAUL M. ROCA

6 Paul M. Roca, Assistant Secretary

7 (CORPORATE SEAL)

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LAW OFFICES
LEWIS ROCA BEAUCHAMP & LINTON
ONE FOURTEEN WEST ADAMS STREET
PHOENIX, ARIZONA 85003
TELEPHONE 252-5511

38995

ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION

DEC 11 1968

At 2:25 P.M. at request of
Lewis, Roca, Beauchamp and Linton
Address 114 West Adams Street
Phoenix, Arizona
By Lemma Procter SECRETARY
Charles D. Hadley,

Received at the office of the Secretary of State, this the 31 day of Dec

A. D., 1968, together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Labner
SECRETARY OF STATE.

Jackson, Miss.,

Dec 31, 1968

I have examined these amendments 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.

Goet. Patterson
ATTORNEY GENERAL.

By Maurice R. Black
Assistant Attorney General.

BOOK 172 PAGE 440

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State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MONTGOMERY FRATERNAL CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 7th day of January A. D., 1969.



John B. McEwen
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

WHEREAS, Montgomery Hunting Club, a non-profit fraternal organization was heretofore formed and organized at Leland in Washington 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 5th day of November, 1968, in Leland, 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 "MONTGOMERY FRATERNAL CLUB, INC." and further authorized, empowered and directed said incorporators to endeavor to have said proposed non-profit corporation qualified and authorized to do business and engage in activities for the purposes for which it is incorporated to do business in the State of Arkansas;

NOW, BE IT RESOLVED, that Hugh G. Payne, C. O. Dean, Elmo Cox and Taylor Webb 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 "MONTGOMERY FRATERNAL CLUB, INC.," and to be a non-profit corporation for which no shares of stock will be issued and no profits or dividends shall be divided or distributed among the members; to have a perpetual existence, expulsion shall be the only remedy for non-payment of dues, and each member shall be vested with the right to cast one vote in the election of all officers and directors, and the loss of membership by death or otherwise, shall terminate all interest of such member in the corporate assets, and there shall be no individual liabilities against the members for the corporate debts, but the entire corporate property shall be liable for the claims of creditors; and said named persons are further authorized, empowered and directed to endeavor and attempt to have said non-profit corporation qualified and authorized to do business and engage in its activities in the State of Arkansas.

CERTIFICATE

We hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by Montgomery Hunting Club, an organization, had and done on the 5th day of November, 1968, at a duly convened meeting and duly recorded in the official minutes of said organization.

WITNESS our signatures, this 5th day of December, 1968.

Hugh G. Payne
Hugh G. Payne, Chairman

Elmo Cox
Elmo Cox, Secretary

THE CHARTER OF INCORPORATION
OF
MONTGOMERY FRATERNAL CLUB, INC.

I.

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

II.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>
Hugh G. Payne	213 Lakeview Drive	Leland,	Mississippi
C. O. Dean	308 South Deer Creek Drive West	Leland	Mississippi
Elmo Cox	Highway 61 South	Leland	Mississippi
Taylor Webb	Route 2	Leland	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 Leland, in Washington County, Mississippi.

IV.

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

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

C. The rights and powers that may be exercised by said corporation in addition to those set forth herein are those conferred by the provisions of House Bill No. 1335, Laws of 1968; provided the exercise of such powers conferred

by said laws are restricted to those powers which it is 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:

Hugh G. Payne
Hugh G. Payne

C. O. Dean
C. O. Dean

Elmo Cox
Elmo Cox

Taylor Webb
Taylor Webb

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

This day personally appeared before me, the undersigned authority in and for the county and state aforesaid, the within named HUGH G. PAYNE, C. O. DEAN, ELMO COX and TAYLOR WEBB, incorporators of the corporation known as MONTGOMERY FRATERNAL CLUB, INC., each and all of whom acknowledged that they each signed and executed the above and foregoing Charter of Incorporation as their act and deed on the 5th day of December, 1968.

Given under my hand and seal of office, this 5th day of December, 1968.

Sue H. Parnell
Notary Public

My commission expires:

April 17, 1972



Received at the office of the Secretary of State, this the 30th day of Dec -

A. D., 1968, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helmer Ladner

SECRETARY OF STATE.

Jackson, Miss.,

January 6, 1969

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.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice R. Black
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

ALCORN COUNTY ASSOCIATION FOR HANDICAPPED CHILDREN, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 7th day of January A. D., 1969.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION OF ALCORN COUNTY ASSOCIATION FOR HANDICAPPED CHILDREN, 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 Alcorn County Association For Handicapped Children, 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 Mrs. Eleanor Thompson, Mrs. Doris Davis, and Dr. Elbert A. White III are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Alcorn County Association For Handicapped Children, 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.

C E R T I F I C A T E

I, Doris Davis, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 16th day of September, 1968, at Corinth, Alcorn 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 20th day of December, 1968.

Mrs. Doris Davis
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

ALCORN COUNTY ASSOCIATION FOR HANDICAPPED CHILDREN, INC.

1. The corporate title of said company is:

Alcorn County Association For Handicapped Children, 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
Mrs. Eleanor Thompson	1213 Pine Road	Corinth, Mississippi	
Mrs. Doris Davis	1402 Pine Road	Corinth, Mississippi	
Dr. Elbert A. White III	1909 W. Borroum Circle,	Corinth, Mississippi	

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

3. The domicile is at 1213 Pine Road Corinth, Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of ~~Section 3300, Revised Code of Mississippi of 1942, and amended by House Bill 1335 Regular Session 1968 Mississippi Legislature.~~)

This corporation is non-profit, and no shares of stock shall be issued. Said corporation is organized and operated exclusively for charitable, scientific, and educational purposes.

5. Period of existence shall be perpetual.

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

1. To provide emotional and factual aid to parents of handicapped children.
2. To determine the number of physically, mentally and emotionally handicapped children in Alcorn County and in the surrounding area.
3. To attempt to establish facilities for handicapped children.
4. To collect and disseminate information concerning the diagnosis and treatment of handicapped children; to investigate the conditions under which handicapped children live and to compile statistics in regard thereto; to co-operate with and promote the work of any related national or local organizations or societies.
5. To solicit, collect, receive, hold, invest, reinvest, distribute and disburse donations, subscriptions, gifts, bequests and other funds for the purposes of this corporation.

6. To aid, in co-operation with state and local medical societies, Departments of Health, handicapped children commissions, and other approved and interested health organizations, in the promotion of handicapped children programs and projects.
7. To establish, maintain and administer units, branches, committees, field armies, and carry on any other activities, within the State of Mississippi, to effect and carry out the purposes of this corporation; and the doing of any and all things necessary or incident thereto.

BOOK 112 PAGE 432
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:

Elbert A. White, III, M.D.

Mrs. Doris Davis

Mrs. Eleanor Thompson

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Alcorn

This day personally appeared before me, the undersigned authority ELBERT A. WHITE, III, M.D.

incorporators of the corporation known as the ALCORN COUNTY ASSOCIATION FOR HANDICAPPED CHILDREN, 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 18TH day of DECEMBER, 1968

My commission expires: 10/24/72

STATE OF MISSISSIPPI

County of Alcorn

This day personally appeared before me, the undersigned authority

Mrs. Doris Davis

Mrs. Eleanor Thompson

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

20TH day of

DECEMBER

1968

My Commission expires: 10/24/72

Received at the office of the Secretary of State this the 23 day of Dec

A.D., 1968 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner

Secretary of State

Jackson, Miss., January 3, 1969

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.

Joe T. Patterson

Attorney General

By Maurice R. Block

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

BAY SPRINGS HOUSING 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 7th day of January A. D., 1969.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

RESOLUTION OF
BAY SPRINGS HOUSING DEVELOPMENT ASSOCIATION
AUTHORIZING APPLICATION FOR CHARTER

WHEREAS, the Bay Springs Housing Development Association does now desire to incorporate as a nonprofit corporation under the laws of the State of Mississippi, and to thereafter be named and designated as the Bay Springs Housing Development Corporation; and,

WHEREAS, it is necessary that an application for such charter of incorporation be made to the State of Mississippi; and,

WHEREAS, such application for grant of charter must be signed by three members of said association; and,

WHEREAS, Dr. A. Keith Lay, S. F. Thigpen, and W. G. Horn, are each members of said association and are each adult residents and citizens of the State of Mississippi.

NOW, THEREFORE, be it resolved by the Bay Springs Housing Development Association as follows:

Section 1: That Dr. A. Keith Lay, S. F. Thigpen, and W. G. Horn, be, and they are hereby authorized on behalf of the Bay Springs Housing Development Association to make unto the State of Mississippi application for grant of charter of incorporation, and said association to be known as the Bay Springs Housing Development Corporation.

Section 2: That a certified copy of this resolution be forwarded unto the Secretary of State.

So ORDERED and RESOLVED, this the 3rd day of December, 1968.

BAY SPRINGS HOUSING DEVELOPMENT
ASSOCIATION

EXHIBIT "A"

CERTIFICATE

I, W. G. Horn, Secretary of the Bay Springs Housing Development Association, do hereby certify that the above and foregoing is a true copy of the resolution adopted by said association authorizing the making of an application for a grant of charter of incorporation.



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

BAY SPRINGS HOUSING DEVELOPMENT CORPORATION

1. The corporate title of said company is: Bay Springs Housing Development Corporation.
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
Dr. A. Keith Lay	P. O. Box 467	Bay Springs,	Mississippi
S. F. Thigpen	P. O. Drawer "E"	Bay Springs,	Mississippi
W. G. Horn	P. O. Box 328	Bay Springs,	Mississippi

All of the above incorporators are adult resident citizens of the State of Mississippi, authorized by the Bay Springs Housing Development Association, to apply for this charter and to be known as the Bay Springs Housing Development Corporation, a certified copy of the resolution of said association authorizing this action being annexed hereto and marked Exhibit "A."

3. The domicile is at 630 Second Avenue Bay Springs, Mississippi.
(Street and No.) (City) (State)
4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

This corporation is a non-profit, non-share corporation and is organized pursuant to House Bill No. 1335, Laws of 1968 of the State of Mississippi, for the purpose of promoting the general social welfare of the community by providing rental housing and related facilities for elderly rural residents and other rural residents of low income.

This corporation shall not have capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

5. Period of existence shall be perpetual.

6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:
- a. The objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose:
 - (1) To acquire, construct, provide, and operate rental housing and related facilities suited to the special needs and living requirements of elderly rural residents of low or moderate income or other rural residents of low income, without regard to race, color, creed, or national origin;
 - (2) To acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto;
 - (3) To sell, convey, assign, mortgage, or lease any real and personal property;
 - (4) To borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith; and
 - (5) To do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.
 - b. This corporation shall have a Board of Directors of five (5) members. Within ten (10) days after the issuance of the Certificate of Incorporation, the incorporators named herein and any other persons who are qualified and who intend to become members of said corporation shall hold an organization meeting for the purpose of accepting the Charter of Incorporation, adopting By-Laws, and electing directors and officers.
 - c. ~~In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth,~~ all the business, property, and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of this corporation to be used for, and devoted to, the purpose of carrying on a nonprofit housing project for such rural residents or other purpose to promote the general social welfare of the community. In no event shall any of the assets or property in the event of the dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other purpose; provided that, nothing herein shall prohibit the corporation from paying its just debts.
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.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owed by the corporation, to lower the lease-rental charge to occupants of the housing, to provide additional housing and related facilities, or for some related purpose.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures: A. Keith Lay
S. F. Thigpen
W. G. Horn

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI }
County of Jasper

This day personally appeared before me, the undersigned authority Dr. A. Keith Lay,
S. F. Thigpen, and W. G. Horn,

incorporators of the corporation known as the Bay Springs Housing Development Corporation,
who acknowledged that ~~(he)~~ (they) signed and executed the above and foregoing articles of incorporation as
(his) (their) act and deed on this the 31st day of December, 1968
SEAL: My comm. exp. April 25, 1970. Maurice Black
NOTARY PUBLIC

STATE OF MISSISSIPPI }
County of _____

This day personally appeared before me, the undersigned authority _____

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

Received at the office of the Secretary of State this the 2 day of Jan
A.D., 1969, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
Attorney General for his opinion.
Heber Hadner
Secretary of State

Jackson, Miss., January 6, 1969
I have examined this application for a charter of incorporation and am of the opinion that it is not viola-
tive of the Constitution and laws of the State, or of the United States.
Joe T. Patterson Attorney General
By Maurice R. Black Assistant Attorney General

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

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

HORN LAKE WATER ASSOCIATION, INC.

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 7th day of January, 1969.*

Attest:

Heber Ladner

Secretary of State.

J. Lee Johnson

Governor.

RESOLUTION AUTHORIZING AMENDMENT TO ARTICLES OF INCORPORATION

WHEREAS, Horn Lake Water Association desires to amend its Charter of Incorporation to provide for ownership and operation of a rural sewage treatment system.

THEREFORE, BE IT RESOLVED BY HORN LAKE WATER ASSOCIATION THAT SECTIONS 4 AND 6 OF THE ARTICLES OF INCORPORATION BE AMENDED AS FOLLOWS:

SECTION 4: This corporation is a non-profit corporation and no shares of stock shall be issued.

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

A. To own and operate a rural water system, and a sewage disposal service.

B. To associate its members together for their mutual benefit and to further the rehabilitation of said members and to that end to construct, maintain and operate a private water system for the supplying of 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 mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of the water system; and to construct, maintain, acquire and operate a private system for the collection, transmission, treatment or disposal of sewage or otherwise operating a sewage disposal system.

C. 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.

D. To acquire and to hold, own and exercise all rights of ownership in, and to sell, transfer and pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or association engaged in any related activities.

E. To buy, lease, hold and exercise all privileges of membership 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.

F. To establish, reserves and to invest the funds thereof in stocks, bonds or other property as the board of trustees may deem satisfactory.

G. To levy assessments in such manner and in such amounts as may be provided in the by-laws of this corporation.

H. To have and exercise all powers, privileges and rights conferred upon non-profit corporations by the Laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this corporation is formed except such as are inconsistent with the express provisions of the act under which this non-profit corporation is incorporated.

That the officers are authorized to apply to the Secretary of the State of Mississippi for this Amendment to the Articles of Incorporation.

Adopted this 28th day of ~~November~~^{December}, 1968.

CERTIFICATE OF SECRETARY

I, Marjorie Flinn, Secretary of Horn Lake Water Association, Inc. in DeSoto County, Mississippi, certify the above and foregoing is a true and correct copy of the resolution adopted by the Association the date therein specified as it appears in the minutes of the Association.

Certified to this ~~November~~^{December} 28, 1968.

ARTICLES OF AMENDMENT

TO

THE ARTICLES OF INCORPORATION

OF

HORN LAKE WATER ASSOCIATION, INC.

Pursuant to the provisions of Section 150 of Chapter 235 of the Laws of Mississippi of 1962 (being Section 5323 Mississippi Code of 1942, recompiled,) the undersigned non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of this corporation is Horn Lake Water Association, Inc.

SECOND: The following Amendment to Sections 4 and 6 of the Articles of Incorporation was adopted by the members of the Association on ~~November~~ ^{December} 28, 1968 in the manner prescribed by Law:

SECTION 4: This corporation is a non-profit corporation and no shares of stock shall be issued.

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

A. To own and operate a rural water system, and a ^{rural} sewage disposal service.

B. To associate its members together for their mutual benefit and to further the rehabilitation of said members and to that end

to construct, maintain and operate a private/^{rural}water system for the supplying of 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 mains, pipe lines, valves, meters and all other equipment necessary to the construction, maintenance and operation of the water system; and to construct, maintain, acquire and operate a private system for the collection, transmission, treatment or disposal of sewage or otherwise operating a ^{rural}sewage disposal system.

C. 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.

D. To acquire and to hold on and exercise all rights of ownership in and to sell, transfer and pledge shares of capital stock or bonds or become-a member or a stockholder of any corporation or association engaged in any related activities.

E. To buy, lease, hold and exercise all privileges of membership 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.

F. To establish, reserves and to invest the funds thereof in stocks, bonds or other property as the board of trustees may deem satisfactory.

G. To levy assessments in such manner and in such amounts as may be provided in the by-laws of this corporation.

H. To have and exercise all powers, privileges and rights conferred upon nonprofit 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 non-profit corporation is incorporated.

Dated ~~November~~ ^{December} 28, 1968.

HORN LAKE WATER ASSOCIATION, INC.

By

John E. Sartain
President

ATTEST:

Maigrie Thym
Secretary

STATE OF MISSISSIPPI
COUNTY OF DESOTO

I, the undersigned Notary Public, do hereby certify that on this ~~28th~~ ^{December} day of ~~November~~, 1968, personally appeared before me, John E. Sartain, who being by me first duly sworn declared that he is the President of Horn Lake Water Association, Inc. and that he executed the foregoing document for and on behalf of Horn Lake Water Association, Inc. and that the statements therein contained are true.

Given under my hand and official seal this ~~28th~~ day of ~~November~~ ^{December} 1968.

James B. Grice
Notary Public

My Commission Expires:

December 18, 1971

Received at the office of the Secretary of State, this the 2 day of Jan

A. D., 1969, together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber L. Linder
SECRETARY OF STATE.

Jackson, Miss..

Jan 3, 1969

I have examined ~~this~~ these amendments 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.

Joe T. Patterson
ATTORNEY GENERAL.

By Maurice R. Black
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BANK OF RULEVILLE

RULEVILLE, MISSISSIPPI

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 7th day of January, 1969.*

Attest:

Heber Ladner

Secretary of State.

John Bell Williams
Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

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

BANK OF RULEVILLE

RULEVILLE, MISSISSIPPI

is here approved.



*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this* _____ *30th* _____ *day of*

December

19 68

Herac Stacey

STATE COMPTROLLER.

At a meeting of the Board of Directors of the Bank of Ruleville, Ruleville, Mississippi, held in the Directors room on this the 9th day of August, 1968, at 3:00 P. M., the following Directors were present:

N. W. Carver, Jr., Eugene Fisackerly, R. W. Holladay, G. W. Manning, Jr., J. M. Robertson, & Ray Russell.

The Cashier submitted statement of the Bank at close of business on the 7th day of August, on form M. A. C.; also Loan Committee's report on form L.C., together with total of said loans at close of business on August 7th, 1968, totaling \$ 3,144,097.11 ; also expense account for the month of July, totaling \$ 6,399.58 . All of the above enumerated reports were duly considered and made a part of these minutes.

On motion duly made, seconded, and unanimously carried the following Resolutions shall be submitted to a vote of stockholders of the special meeting of the stockholders to be called and held on the 12th day of September, 1968, at 3:00 o'clock P. M.

"RESOLUTION OF STOCKHOLDERS AMENDING CERTIFICATE OF INCORPORATION TO INCREASE CAPITAL STOCK AND PROVIDING FOR THE ISSUANCE AND SALE THEREFOR

"WHEREAS, this Corporation is authorized by its Charter of Incorporation to issue and now has outstanding common capital stock of \$112,500.00; and

"WHEREAS, it is desirable and in the best interests of this Corporation to increase the common capital stock by \$37,500.00 to a total and aggregate sum of \$150,000.00; and

"WHEREAS, it is desirable and in the best interests of this Corporation to raise the capital structure and obtain new stockholders and for the additional stock from said increase to be issued and sold to such persons at book value and not less than par and on such terms and conditions as the Board of Directors of this Corporation may deem advisable, without first offering said stock to the present or future owners of existing and outstanding stock of this Corporation; therefore,

"BE IT RESOLVED: (1) That the Certificate of Incorporation of this Corporation be amended to read as follows:

"That Section 3 of the Certificate of Incorporation, dated November 19, 1902, as amended on August 18, 1934; as amended on January 23, 1961; as amended on January 31, 1967; as amended on March 8, 1968, of the Bank of Ruleville, Ruleville, Mississippi, be amended, changed & altered to read as follows:

"The aggregate number of shares of common capital stock which the Corporation shall have authority to issue is Six Thousand (6,000) shares of the par value of Twenty-Five and no/100 Dollars (\$25.00) each."

"The Corporation shall not hereafter issue fractional shares. The Corporation, by act of its Board of Directors, may, but shall not be obligated to, issue a Certificate for a fractional share, and by act of the Board of Directors, may issue in lieu thereof scrip in registered or bearer form which shall entitle the holder to receive a full share, upon surrender of such scrip aggregating a full share. Scrip shall not entitle the holder to exercise voting rights, receive dividends thereon, or to participate in any of the assets of the Corporation, in the event of liquidation over and above the market value of said scrip.

The Board of Directors may cause such scrip to be issued subject to the condition that it shall become void if not exchanged for certificates representing full share before a specified date, or subject to the condition that the shares for which such scrip is exchangeable may be sold by the Corporation and the proceeds thereof distributed to the holders of such scrip, or subject to any other conditions which the Board of Directors may deem advisable.

The increase of 1500 additional shares to be issued and sold at \$125.00 per share. Said additional stock to be issued and sold for said established price to such persons and on such terms as the Board of Directors of this Corporation may deem advisable, and it shall not be necessary to first offer the same to the then stockholders of this Corporation. After the issuance and sale of said additional stock, if there be any unsold shares, the Board of Directors may offer the remaining and unsold shares at said \$125.00 to those who were stockholders of this Corporation prior to said increase, and the offer shall be made according to their pro rata share of outstanding stock of the Corporation."

(2) "On sale and delivery of said increased common capital stock, the Corporation shall have the first option to repurchase said stock, in the event of sale or transfer by the initial owner, for a period of five years from the date of the first issue of said stock.

(3) "RESOLVED further that the officers of this Corporation are hereby authorized and directed to execute and file all documents and to do all things necessary to effect the aforesaid amendment."

On motion duly made, seconded and unanimously carried, the President of the Corporation be, and he is hereby authorized, directed and instructed to give written notice to each stockholder of record in the following form:

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
OF THE BANK OF RULEVILLE, RULEVILLE, MISSISSIPPI

Pursuant to unanimous affirmative vote of all members of the Board of Directors present and voting at a regular meeting of the Board of Directors, duly called and held on the 9th day of August, 1968, at 3:00 P. M., a special meeting of the stockholders of the Bank of Ruleville is hereby called to be held on the 12th day of September, 1968, at 3:00 o'clock P. M., at the principal office of the Corporation at Ruleville, Sunflower County, Mississippi, for the following purposes:

(1) To consider and act upon the question of increasing the authorized capital common stock of the Corporation and of amending the Certificate of Incorporation of the Corporation accordingly, as set forth in the following Resolution, adopted by the Board of Directors at said meeting hereinabove referred to:

"RESOLUTION OF STOCKHOLDERS AMENDING CERTIFICATE OF INCORPORATION TO INCREASE CAPITAL STOCK AND PROVIDING FOR THE ISSUANCE AND SALE THEREFOR

"WHEREAS, this Corporation is authorized by its Charter of Incorporation to issue and now has outstanding common capital stock of \$112,500.00; and

"WHEREAS, it is desirable and in the best interests of this Corporation to increase the common capital stock by \$37,500.00 to a total and aggregate sum of \$150,000.00; and

"WHEREAS, it is desirable and in the best interests of this Corporation to raise the capital structure and obtain new stockholders and for the additional stock from said increase to be issued and sold to such persons at book value and not less than par and on such terms and conditions as the Board of Directors of this Corporation may deem advisable, without first offering said stock to the present or future owners of existing and outstanding stock of this Corporation; therefore,

"BE IT RESOLVED: (1) That the Certificate of Incorporation of this Corporation be amended to read as follows:

"That Section 3 of the Certificate of Incorporation, dated November 19, 1902, as amended on August 18, 1934; as amended on January 23, 1961; as amended on January 31, 1967; as amended on March 8, 1968; of the Bank of Ruleville, Ruleville, Mississippi, be amended, changed and altered to read as follows:

"The aggregate number of shares of common capital stock which The Corporation shall have authority to issue is Six Thousand (6,000) shares of the par value of Twenty-Five and no/100 Dollars (\$25.00) each."

"The Corporation shall not hereafter issue fractional shares. The Corporation, by act of its Board of Directors, may, but shall not be obligated to, issue a Certificate for a fractional share, and by act of the Board of Directors, may issue in lieu thereof scrip in registered or bearer form which shall entitle the holder to receive a full share, upon surrender of such scrip aggregating a full share. Scrip shall not entitle the holder to exercise voting rights, receive dividends thereon, or to participate in any of the assets of the Corporation, in the event of liquidation over and above the market value of said scrip. The Board of Directors may cause such scrip to be issued subject to the condition that it shall become void if not exchanged for certificates representing full share before a specified date, or subject to the condition that the shares for which such scrip is exchangeable may be sold by the Corporation and the proceeds thereof distributed to the holders of such scrip, or subject to any other conditions which the Board of Directors may deem advisable.

"The increase of 1500 additional shares to be issued and sold at \$ 125.00 per share. Said additional stock to be issued and sold for said established price to such persons and on such terms as the Board of Directors of this Corporation may deem advisable, and it shall not be necessary to first offer the same to the then stockholders of this Corporation. After the issuance and sale of said additional stock, if there be any unsold shares, the Board of Directors may offer the remaining and unsold shares at said \$ 125.00 to those who were stockholders of this Corporation prior to said increase, and the offer shall be made according to their pro rata share of outstanding stock of the Corporation."

(2) "On sale and delivery of said increased common capital stock, the Corporation shall have the first option to repurchase said stock, in the event of sale or transfer by the initial owner, for a period of five years from the date of the first issue of said stock.

(3) "RESOLVED further that the officers of this Corporation are hereby authorized and directed to execute and file all documents and to do all things necessary to effect the aforesaid amendment."

(4) To transact any other business which may properly come before the meeting.

BY ORDER of the Board of Directors.

WITNESS my signature, on this the 14th day of August, 1968.

R. F. HOLLADAY, PRESIDENT

On a motion made by N. W. Carver, Jr., seconded by Eugene Fisackerly and unanimously carried, the maximum permissible rates of interest paid on savings and Certificates of Deposit as outlined by the State Comptroller as of the 28th day of June, 1968 was approved for this corporation but the maximum rate to be paid on any Certificate of Deposit that is not less than \$100,000.00 and for a period of 12 months will be 5 1/2%.

A discussion was had on the BankAmericard and it was felt by this Board that they were not interested in going into this type of plan at the present time but it would be discussed in the future.

There being no further business, on motion, the meeting adjourned.

H. M. Manning
E. J. ...
T. W. ...
DIRECTORS

Eugene Fisackerly
...
DIRECTORS

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

I, J. M. ROBERTSON, being first duly sworn, depose and state that I am the Secretary of the Bank of Ruleville, Ruleville, Mississippi, a banking corporation created and existing under the laws of the State of Mississippi; that as such Secretary I am the keeper and custodian of the corporate records, proceedings and minutes of the meetings of the Board of Directors and the minutes of the meetings of the stockholders of said banking corporation; that the attached and foregoing minutes of the regular meeting of Board of Directors is a true and correct copy of the Minutes of the regular meeting of the Board of Directors of the Bank of Ruleville, held at the office of the Bank of Ruleville, Ruleville, Mississippi, on August 9, 1968.

IN WITNESS WHEREOF I hereunto affix my hand and the seal of the Bank of Ruleville, this the 18th day of December, 1968.

(SEAL)



SECRETARY, BANK OF RULEVILLE

SWORN TO AND SUBSCRIBED before me this the 18th day of December, 1968.



NOTARY PUBLIC

My commission expires:

DEC. 9, 1970

(SEAL)

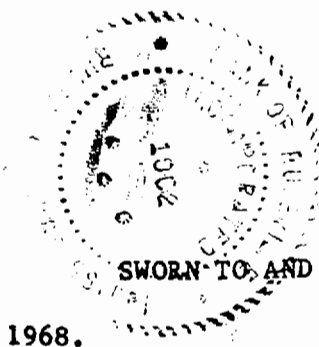
NOTARY
PUBLIC

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF SUNFLOWER

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, R. W. HOLLADAY, who after being by me first duly sworn, on oath, deposes and states that he is, and at all times herein mentioned was, the President of the Bank of Ruleville, Ruleville, Mississippi, a banking corporation organized and existing under the laws of the State of Mississippi; that on the 14th day of August, 1968, he mailed, by United States mail, a notice of the annual meeting of stockholders of said banking corporation, a copy of said notice being attached hereto as Exhibit "A", said notice having been enclosed properly in a sealed envelope and mailed, by first class mail, postage prepaid, addressed to each stockholder of record of said banking corporation at said stockholder's post office address as the same appeared on the books of said banking corporation.



R. W. Holladay
PRESIDENT, BANK OF RULEVILLE

SWORN TO AND SUBSCRIBED before me, this the 18th day of December, 1968.

Thompson
NOTARY PUBLIC

My Commission Expires:

DEC. 9, 1970

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
OF THE BANK OF RULEVILLE, RULEVILLE, MISSISSIPPI

Pursuant to unanimous affirmative vote of all members of the Board of Directors present and voting at a regular meeting of the Board of Directors, duly called and held on the 9th day of August, 1968, at 3:00 P. M., a special meeting of the stockholders of the Bank of Ruleville is hereby called to be heard on the 12th day of September, 1968, at 3:00 P. M., at the principal office of the Corporation at Ruleville, Sunflower County, Mississippi, for the following purposes:

(1.) To consider and act upon the question of increasing the authorized capital common stock of the Corporation and of amending the Certificate of Incorporation of the Corporation accordingly, as set forth in the following Resolution, adopted by the Board of Directors at said meeting hereinabove referred to:

"RESOLUTION OF STOCKHOLDERS AMENDING CERTIFICATE OF INCORPORATION TO INCREASE CAPITAL STOCK AND PROVIDING FOR THE ISSUANCE AND SALE THEREFOR

WHEREAS, this Corporation is authorized by its Charter of Incorporation to issue and now has outstanding common capital stock of \$112,500.00; and

WHEREAS, it is desirable and in the best interests of this Corporation to increase the common capital stock by \$37,500.00 to a total and aggregate sum of \$150,000.00; and

WHEREAS, it is desirable and in the best interests of this Corporation to raise the capital structure and obtain new stockholders and for the additional stock from said increase to be issued and sold to such persons at book value and not less than par and on such terms and conditions as the Board of Directors of this Corporation may deem advisable, without first offering said stock to the present or future owners of existing and outstanding stock of this Corporation; therefore,

BE IT RESOLVED: (1) That the Certificate of Incorporation of this Corporation be amended to read as follows:

That Section 3 of the Certificate of Incorporation, dated November 19, 1902; as amended on August 18, 1934; as amended on January 23, 1961; as amended on January 31, 1967; as amended on March 8, 1968, of the Bank of Ruleville, Ruleville, Mississippi, be amended, changed and altered to read as follows:

"The aggregate number of shares of common capital stock which the Corporation shall have authority to issue is Six Thousand (6,000) shares of the par value of Twenty-five and no/100 Dollars (\$25.00) each.

"The Corporation shall not hereafter issue fractional shares. The Corporation, by act of its Board of Directors, may, but shall not be obligated to, issue a Certificate for a fractional share, and by act of the Board of Directors, may issue in lieu thereof scrip in registered or bearer form which shall entitle the holder to receive a full share, upon surrender of such scrip aggregating a full share. Scrip shall not entitle the holder to exercise voting rights, receive dividends thereon, or to participate in any of the assets of the Corporation, in the event of liquidation over and above the market value of said scrip. The Board of Directors may cause such scrip to be issued subject to the condition that it shall become void if not exchanged for certificates representing full share before a specified date, or subject to the condition that the shares for which such scrip is exchangeable may be sold by the Corporation and the proceeds thereof distributed to the holders of such scrip, or subject to any other conditions which the Board of Directors may deem advisable.

The increase of 1500 additional shares to be issued and sold at \$125.00 per share. Said additional stock to be issued and sold for said established price to such persons and on such terms as the Board of Directors of this Corporation may deem advisable, and it shall not be necessary to first offer the same to the then stockholders of this Corporation. After the issuance and sale of said additional stock, if there be any unsold shares, the Board of Directors may offer the remaining and unsold shares at said \$125.00 to those who were stockholders of this Corporation prior to said increase, and the offer shall be made according to their pro rata share of outstanding stock of the Corporation."

(2) On sale and delivery of said increased common capital stock, the Corporation shall have the first option to repurchase said stock, in the event of sale or transfer by the initial owner, for a period of five years from the date of the first issue of said stock.

(3) RESOLVED, further that the officers of this Corporation are hereby authorized and directed to execute and file all documents and to do all things necessary to effect the aforesaid amendment."

(4) To transact any other business which may properly come before the meeting.

BY ORDER of the Board of Directors.

WITNESS my signature, on this the 14th day of August, 1968.

 JOHN W. HOLLADAY
 PRESIDENT

This is to certify that I, J. W. Holladay, President of this Corporation, did on August 14, 1968 at 11:00 A.M., of first class mail deliver to each stockholder of record as of August 14, 1968 as shown by the corporate books, this announcement of a stockholders' meeting to be held September 11, 1968.

 Secretary of the Board

BANK OF RULEVILLE
RULEVILLE, MISSISSIPPIP R O X Y

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, stockholder of the Bank of Ruleville, Ruleville, Mississippi, hereby constitute and appoint _____, my true and lawful attorney, agent and proxy, at the special meeting of the stockholders of said Bank of Ruleville to be held at the auditorium in bank building on 12th day of September, 1968, and at any adjournment of said meeting, for me and in my name, place and stead to vote upon all stock in said corporation on which I am entitled to vote

(1) In favor of ().

(2) Against ().

(Check one)

the increase in the capital stock and amendment of the Certificate of Incorporation as recommended by the Board of Directors and set forth in the notice of said special meeting, to sign all instruments necessary to express my intentions as indicated in this proxy, and to take part in the transaction of such other business as may properly come before said meeting, as fully as I could do if personally present.

IN WITNESS WHEREOF, I (we) have hereunto set my (our) hand and seal, this the _____ day of _____, 1968.

(STOCKHOLDER'S SIGNATURE)

WITNESS:

(A self-addressed envelope is enclosed herewith for your convenience)

This is to certify that I, R. W. Holladay, President of this Corporation, did on August 14, 1968 at 11:15 A. M., by first class mail deliver to each stockholder of record as of August 14, 1968 as shown by the corporate books, this announcement of a stockholders meeting to be held September 12, 1968.

Secretary of the Board

President

AMENDMENT TO
ARTICLES OF INCORPORATION

OF

BANK OF RULEVILLE

RULEVILLE, MISSISSIPPI

I

THE NAME OF THE CORPORATION IS: BANK OF RULEVILLE

II

Section 3 of the Certificate of Incorporation, dated November 19, 1902, as amended on August 18, 1934; as amended on January 23, 1951; as amended on January 31, 1967; as amended on March 8, 1968, of the Bank of Ruleville, Ruleville, Mississippi, be amended, changed & altered to read as follows:

"The aggregate number of shares of common capital stock which the Corporation shall have authority to issue is Six Thousand (6,000) shares of the par value of Twenty-Five and no/100 Dollars (\$25.00) each.

"The Corporation shall not hereafter issue fractional shares. The Corporation, by act of its Board of Directors, may, but shall not be obligated to, issue a Certificate for a fractional share, and by act of the Board of Directors, may issue in lieu thereof scrip in registered or bearer form which shall entitle the holder to receive a full share, upon surrender of such scrip aggregating a full share. Scrip shall not entitle the holder to exercise voting rights, receive dividends thereon, or to participate in any of the assets of the Corporation, in the event of liquidation over and above the market value of said scrip.

"The Board of Directors may cause such scrip to be issued subject to the condition that it shall become void if not exchanged for certificates representing full share before a specified date, or subject to the condition that the shares for which scrip is exchangeable may be sold by the Corporation and the proceeds thereof distributed to the holders of such scrip, or subject to any other conditions which the Board of Directors may deem advisable.

"The increase of 1500 additional shares to be issued and sold at \$125.00 per share. Said additional stock to be issued and sold for said established price to such persons and on such terms as the Board of Directors of this Corporation may deem advisable, and it shall not be necessary to first offer the same to the then stockholders of this Corporation. After the issuance and sale of said additional stock, if there be any unsold shares, the Board of Directors may offer the remaining and unsold shares at said \$125.00 to those who were stockholders of the Corporation prior to said increase, and the offer shall be made according to their pro rata share of outstanding stock of the Corporation.

"On sale and delivery of said increased common capital stock, the Corporation shall have the first option to repurchase said stock, in the event of sale or transfer by the initial owner, for a period of five years from the date of the first issue of said stock.

"The officers of this Corporation are hereby authorized and directed to execute and file all documents and to do all things necessary to effect the aforesaid amendment."

III

The foregoing amendment was unanimously adopted at a special meeting duly called and held, pursuant to written notice, on the 12th day of September, 1968, said meeting being a special stockholders meeting.

IV

The number of shares of stock of the Corporation outstanding and entitled to vote on said amendment is 4,500.

V

The number of shares of stock of the Corporation voted for such amendment was: 4100.

The number of shares of stock of the Corporation voted against such amendment was: None.

VI

The stated capital of the Corporation will be changed by said amendment from \$112,500.00 to \$150,000.00.



Attest:

Champ T. Terney, Jr.
Secretary

BANK OF RULEVILLE

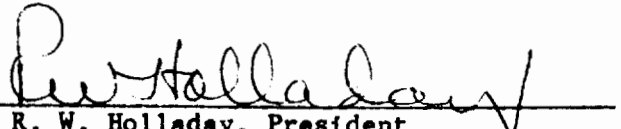
BY:

R. W. Holladay
R. W. Holladay, President

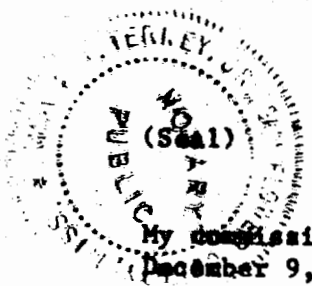
STATE OF MISSISSIPPI
COUNTY OF SUNFLOWER

I, Champ T. Terney, Jr., a Notary Public, hereby certify that on the 18th day of December, 1968, personally appeared before me, R. W. Holladay, who after by me first being duly sworn, stated on oath as follows:

That he is the duly elected, qualified and acting president of the Bank of Ruleville, Ruleville, Mississippi. That the foregoing Articles of Amendment of said Bank are true and correct as therein set out and were duly approved and adopted by a two-thirds (2/3) majority of all outstanding stock of the Corporation at a special stockholders meeting duly called and held on September 12, 1968


R. W. Holladay, President
Bank of Ruleville

Sworn to and subscribed before me this the 18th day of December, 1968.




Notary Public

Received at the office of the Secretary of State, this the 31 day of Dec

A. D., 19 68 together with the sum of \$ 76⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss..

December 31, 1968

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.

Joe F. Patterson
ATTORNEY GENERAL

By W. H. Coleman
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BANK OF YAZOO CITY

YAZOO CITY, MISSISSIPPI

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 7th day of January, 1969.*

Attest:

Heber Ladner

Secretary of State.

John Bell Williams
Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

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

BANK OF YAZOO CITY

YAZOO CITY, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this* _____ *30th* _____ *day of*
December _____ 19 68



Herrie Steele
STATE COMPTROLLER.

RESOLUTION BY THE BOARD OF DIRECTORS OF THE BANK
OF YAZOO CITY, YAZOO CITY, MISSISSIPPI

RESOLVED, that in view of the profits of the Bank for the current year, it is the sense of the Board that a stock dividend should be declared in the amount of \$25,000.00 or 2,500 shares at \$10.00 per share, and it is hereby so ordered; and the President of the Bank is hereby requested to call a special meeting of the stockholders of the Bank on Thursday, December 12, 1968, at four p. m. at the office of the bank in order that the Charter of the Bank may be amended so as to increase the capital stock from \$275,000.00 to an amount not to exceed \$300,000.00, the stock dividend to be paid to stockholders of record on December 5, 1968.

STATE OF MISSISSIPPI)
COUNTY OF YAZOO)

I, the undersigned President of the Bank of Yazoo City, Yazoo City, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of a resolution adopted by the Board of Directors of said bank at its regular meeting held on the 5th day of December, 1968, at which a quorum was present.

In Testimony Whereof Witness my signature and the seal of the Bank of Yazoo City, Yazoo City, Mississippi, this the 6th day of December, 1968.

Richard Williams
President

ATTEST:

Charles D. Williams
Cashier



STATE OF MISSISSIPPI

COUNTY OF YAZOO

Personally appeared before me, the undersigned Notary Public in and for said County and State, B. Frank Williams, who being duly sworn says that he is President of the Bank of Yazoo City, Yazoo City, Mississippi, and that notice of the special meeting of stockholders to be held on the 12th day of December, 1968, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than five days prior to the date of said meeting to all stockholders of record entitled to act and vote at such meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initial form of proxy hereto attached.

B. Frank Williams
President

Subscribed and sworn to before me this 12th day of December, 1968.

Charles D. Williams
Notary Public

My Commission Expires May 14, 1969



AMENDMENT TO ARTICLES OF INCORPORATION
OF
BANK OF YAZOO CITY
YAZOO CITY, MISSISSIPPI

RESOLVED FIRST, That this bank be re-capitalized by increasing the number of common shares of its stock from 27,500 shares having a par value of \$10.00 each to 30,000 shares having a par value of \$10.00 each, thereby increasing the capital stock of the bank from \$275,000.00 to \$300,000.00 which total capital stock shall be divided into 30,000 shares of common stock of the par value of \$10.00 each.

RESOLVED SECOND, That the increase in said stock shall be effected by the distribution of 2,500 shares of its stock as a stock dividend to its stockholders of record as of December 5, 1968.

RESOLVED THIRD, That the capital stock of the Bank of Yazoo City, Yazoo City, Mississippi, be and it hereby is increased in the amount of \$25,000.00 or from \$275,000.00 to \$300,000.00, which total capital stock shall be divided into 30,000 shares of common stock of the par value of \$10.00 per share to be issued as above set out.

RESOLVED FOURTH, That the Articles of Incorporation of the bank as amended be further amended by striking out Section 2 and all amendments thereto prior to this date and inserting in lieu thereof the following:

"Section 2. The amount of the capital stock of the corporation shall be \$300,000.00 divided into 30,000 shares of the par value of \$10.00 each, all of which shall be common stock."

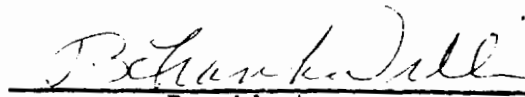
RESOLVED FIFTH, That the President of the bank is hereby directed to take the necessary steps to procure the amendment of the Charter through proper action of the Department of Bank Supervision and the office of the Secretary of State and record the amendment to the Charter in the Chancery Clerk's office of Yazoo County, Mississippi, and to pay from the bank's funds the fees required for the Secretary of State in regard to the amendment and the recording fees of the amendment when granted.

* * * * *

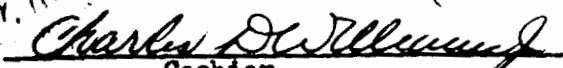
STATE OF MISSISSIPPI)
COUNTY OF YAZOO)

I, the undersigned President of the Bank of Yazoo City, Yazoo City, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank as the same was duly adopted at a special meeting of the stockholders held on the 12th day of December, 1968, 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 the outstanding stock of said bank.

In Testimony Whereof Witness my signature and the seal of the Bank of Yazoo City, Yazoo City, Mississippi, this the 12th day of December, 1968.


President




Cashier

A special meeting of the Stockholders of the Bank of Yazoo City, of Yazoo City, Mississippi, for the amendment of the Bank's charter by increasing the capital stock of the Bank to an amount not to exceed \$300,000.00 and the transaction of any other business that may come before the meeting will be held at the office of said Bank on Thursday, the twelfth day of December, 1968, at four o'clock p. m.

B. Frank Wilhois
President

(If you do not attend, please sign and return the proxy at once in the enclosed stamped envelope.)

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 **Bank of Yazoo City**, to be held at the office of said bank in Yazoo City, Miss., on the _____

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

In Witness Whereof, I have hereunto set my hand and seal this _____ day of _____

A. D. 19____
IN PRESENCE OF

}

Received at the office of the Secretary of State, this the 31 day of Dec

A. D., 19 68 together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Hadner
SECRETARY OF STATE.

Jackson, Miss..

December 31, 1968

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

Joe F. Patterson
ATTORNEY GENERAL.

By W. H. Coleman
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

SECURITY BANK OF AMORY

AMORY, MISSISSIPPI

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 7th day of January, 1969.*

Attest:

Heber Ladner

Secretary of State.

John Bell Williams
Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

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

SECURITY BANK OF AMORY

AMORY, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ 30th _____ day of*

December 19 68

Herace Steele

STATE COMPTROLLER.



DEC 16 '68

DEPT. OF BANK SUPERVISION

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS OF
SECURITY BANK OF AMORY, AMORY, MISSISSIPPI

A special meeting of the Board of Directors of Security Bank of Amory was held in the banking house in Amory, Mississippi, at 2:00 o'clock p.m., on the 21st day of November, 1968, with the following Directors present:

J. E. Hodo
T. J. Cole, Jr.
O. K. Pugh

Mrs. Allison Cole Hodo
E. B. Bloodworth

There being a quorum present, the meeting proceeded to business, J. E. Hodo acting as Chairman of the Board and O. K. Pugh acting as Secretary.

The Chairman then called attention to the fact that it is deemed proper and to the best interest of the Bank that the common stock of the Bank be increased \$100,000.00, or from \$100,000.00 to \$200,000.00, to be accomplished by the declaration and payment of a common stock dividend. After a full discussion of the matter, the following resolution was offered:

RESOLVED that the said plan to increase the common stock of this Bank from \$100,000.00 to \$200,000.00 by the declaration and issuance pro rata to the holders of outstanding common stock of the Bank, a dividend in the sum of \$100,000.00, to be payable only in stock of the Bank, such new shares to be issued and delivered to holders of common stock on the basis of one additional share of common stock for every share of stock standing in the name of the stockholder on the books of the Bank as of October 31, 1968, be, and the same is hereby approved and submitted for the consideration and vote of the stockholders at the special meeting of stockholders of this Bank, to be held in the banking house in Amory, Mississippi, on December 3, 1968, at 2:00 o'clock p.m., and

BE IT FURTHER RESOLVED, that upon approval of the above plan by the stockholders, that the Charter of Incorporation of this Bank be amended to increase the capital stock thereof from \$100,000.00 to \$200,000.00, and

BE IT FURTHER RESOLVED, that the officers be, and they are hereby authorized and directed to give notice of the special meeting of stockholders as provided in the by-laws, such notice to include the special matter referred to above.

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

There being no further business to come before the Board of Directors the meeting thereupon adjourned.


Secretary


Chairman

MINUTES OF THE SPECIAL MEETING OF STOCKHOLDERS
OF SECURITY BANK OF AMORY, AMORY, MISSISSIPPI

BE IT REMEMBERED, that a special meeting of the Stockholders of the Security Bank of Amory was held in the banking house, in Amory, Mississippi, at 2:00 o'clock P.M., on the 3rd day of December, 1968, pursuant to a resolution of the Board of Directors, notice of the meeting stating the business to be transacted thereat having been given by sending such notice by regular mail, postage prepaid, to each stockholder of record, such notice being more than ten days prior to the meeting, as shown by affidavit of T. J. Cole, Jr., President, presented and filed.

The meeting was called to order and J. E. Hodo, a stockholder, acted as Chairman of the meeting, and O. K. Pugh, a stockholder, acted as Secretary of the meeting.

Upon roll call, it was ascertained that the stockholders representing the number of shares appearing opposite their respective names were present in person as follows:

<u>Name of Stockholder</u>	<u>Number of Shares</u>
T. J. Cole, Jr.	275 - 140/144
J. E. Hodo	16 - 2/3
D. G. Hodo	60
E. D. Hodo	60
O. K. Pugh	10
Mrs. Allison Cole Hodo	139 - 44/144
M. E. Green	72 - 11/12
E. B. Bloodworth	88 - 1/3

And that the Stockholders representing the number of shares appearing opposite their respective names at said meeting by proxy were as follows:

<u>Name of Stockholder</u>	<u>NAME of PROXY</u>	<u>Number of Shares</u>
Gayle S. Reed	T. J. Cole, Jr.	33 - 1/3
Monroe Roberts	T. J. Cole, Jr.	5 - 5/9
Frank Buchanan	T. J. Cole, Jr.	13 - 1/3
Eugene Roberts	T. J. Cole, Jr.	5 - 5/9
Mary Lewis Reed	T. J. Cole, Jr.	33 - 1/3
Porter R. Roberts	T. J. Cole, Jr.	5 - 5/9
Lallah M. White	T. J. Cole, Jr.	30
Mrs. A. M. Green	T. J. Cole, Jr.	93 - 3/4

Represented at the meeting were 943-22/36ths shares of common stock of the total outstanding stock of 1000 shares.

Thereupon the Secretary read the notice of the meeting, and the proxies were examined and the notice and proxies were found to be in due and proper

form and were approved and ordered filed.

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

RESOLVED that the plan to increase the common stock of this Bank from \$100,000.00 to \$200,000.00 by the declaration and issuance prorata to the holders of the outstanding common stock of the Bank a dividend in the sum of \$100,000.00 to be accomplished by the issuance of 1,000 additional shares of common stock of a par value of \$100.00 per share, such new shares to be issued and delivered to holders of common stock on the basis of one additional share of stock for each share of stock standing in the name of the stockholders on the books of the Bank as of October 31, 1968, making the total capital of the Bank \$200,000.00, and

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

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

SECTION 4


The capital stock of the Bank shall be Two Hundred Thousand Dollars (\$200,000.00) divided into 2,000 shares of the par value of One Hundred Dollars (\$100.00) per share.

Motion was made for the adoption of the resolution, which motion was duly seconded.

Thereupon a vote of the stock was taken on motion to adopt the said resolution and upon count of ballot it was duly ascertained that the number of shares voting in favor of the adoption of the resolution was 943-22/36ths shares of common stock, representing at least two-thirds (2/3rds) of the total number of outstanding shares of common stock, and the number of shares voting against the resolution was -0- shares, whereupon the Chairman declared the resolution adopted.

There being no further business, the meeting was duly adjourned.


CHAIRMAN


Secretary
(S.E.A.L.)



STATE OF MISSISSIPPI

COUNTY OF MONROE

PERSONALLY appeared before me, the undersigned Notary Public in and for said County and State, T. J. Cole, Jr., who being duly sworn, says that he is President of the Security Bank of Amory, Amory, Mississippi, and that notice of the regular meeting of stockholders of said Bank to be held on December 3, 1968, in the initial form hereto attached, was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting, at their respective addresses as shown on the books of the Bank, and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initialed form of proxy hereto attached.


T. J. COLE, JR.

SWORN TO AND SUBSCRIBED before me, this the 13th day of December,


NOTARY PUBLIC

My commission expires:

Dec 20, 1970



TO THE STOCKHOLDERS
SECURITY BANK OF AMORY
AMORY, MISSISSIPPI.

YOU are hereby notified that a special meeting of the stockholders of the Security Bank of Amory will be held in the banking house in Amory, Mississippi, at 2:00 o'clock p.m., on the 3rd day of December, 1968, for the purpose of considering and voting on the following special matter to be submitted to the stockholders:

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

For an amendment to the Charter of Incorporation to increase the authorized common stock of the Bank from \$100,000.00 to \$200,000.00 by the declaration and payment of a common stock dividend in the sum of \$100,000.00.

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

Thus done at Amory, Mississippi, this the 21st day of November, 1968.

T. J. COLE, Jr., President

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

PROXY FOR USE AT SPECIAL STOCKHOLDERS MEETING

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned stockholder in the Security Bank of Amory, Amory, Mississippi, do hereby nominate, constitute and appoint T. J. Cole, Jr. my true and lawful attorney, with power of substitution for me and in my name, place and stead, to vote upon all of the stock of the said Security Bank of Amory standing in my name on the books of the Bank, at the meeting of stockholders thereof to be held at its banking house in Amory, Mississippi, at 2:00 o'clock p.m., on the 3rd day of December, 1968, or at any adjournment thereof, on any and all of the proposals contained in the notice of meeting of the stockholders of said Bank, receipt of which notice is hereby incorporated by reference into this proxy, with all the powers the undersigned would possess if present personally at said meeting, or at any adjournment thereof, hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand, this _____ day of _____, 1968.

WITNESS MY SIGNATURE:

NUMBER OF SHARES

AMENDMENT TO ARTICLES OF INCORPORATIONOFSECURITY BANK OF AMORY
AMORY, MISSISSIPPI

RESOLVED, That the common stock of this Bank be increased from \$100,000.00 to \$200,000.00, by the declaration and payment to the holders of outstanding common stock of the Bank, a dividend in the sum of \$100,000.00, to be accomplished by the issuance of 1,000 additional shares of common stock of the par value of \$100.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of one additional share of stock for every share standing in the name of the stockholders on the books of the Bank as of October 31, 1968, making the total capital of the Bank \$200,000.00; and

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

That the Charter of Incorporation of this Bank, as amended, be further amended by striking out Section 4 of the original Charter, as amended, and inserting in lieu thereof the following:

SECTION 4

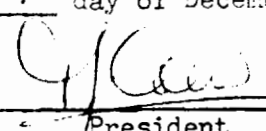
The capital stock of the Bank shall be Two Hundred Thousand Dollars (\$200,000.00), divided into 2,000 shares of the par value of One Hundred Dollars (\$100.00) each.

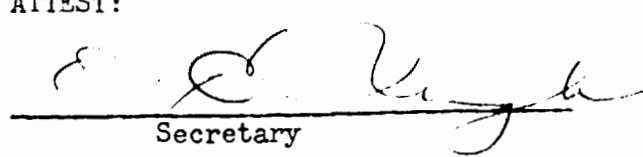
STATE OF MISSISSIPPI
COUNTY OF MONROE

I, the undersigned President of the Security Bank of Amory, Amory, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the Resolution amending the Charter of said Bank as the same was duly adopted at the special meeting of Stockholders held on the 3rd day of December, 1968, in accordance with the By-laws of this Bank. And I do further certify that the said Resolution was adopted by a majority of all of the outstanding stock of said Bank.

In testimony whereof, witness my signature and seal of Security Bank of Amory, Amory, Mississippi, this the 3rd day of December, 1968.

ATTEST:



President

Secretary

Received at the office of the Secretary of State, this the 31 day of Dec

A. D., 19 68, together with the sum of \$ 200⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 31, 1968

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.

Joe F. Patterson
ATTORNEY GENERAL

By C. W. Coleman
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

BANK OF PICAYUNE

PICAYUNE, MISSISSIPPI

is hereby approved.



Attest:

Heber Ladner

Secretary of State.

*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 7th day of January, 1969.*

John Bell Williams
Governor.

State of Mississippi

Department of Bank Supervision

**JACKSON**

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

BANK OF PICAYUNE

PICAYUNE, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ 30th _____ day of*

December 19 68



Horse Steele

STATE COMPTROLLER.

A ~~(SPECIAL)~~ (REGULAR) MEETING OF THE BOARD OF DIRECTORS

of

BANK OF PICAYUNE
PICAYUNE, MISSISSIPPI

A (regular)~~(special)~~ meeting of the Board of Directors of the Bank of Picayune duly and legally called, was held at the banking house in Picayune, Mississippi at 2:00 (p.m.)~~(a.m.)~~ on the 27th day of November, 19 68, with the following directors present:

<u>L. D. Megehee</u>	<u>Dr. G. G. Stewart</u>	<u>E. F. Loe</u>
<u>H. R. McIntosh</u>	<u>J. E. Burke</u>	<u>Ray M. Stewart</u>
<u>H. M. Schrock</u>	<u>Milford R. Kelley</u>	<u>Mrs. Lena Mae Napier</u>

There being a quorum present the meeting proceeded to business, L. D. Megehee acting as Chairman and Milford R. Kelley acting as Secretary.

The Chairman then explained the meeting was called for the purpose of considering a program looking to an (increase)~~(decrease)~~ in the bank's Capital stock in the sum of 30,000.00 or from \$210,000.00 to \$240,000.00 to be accomplished by the declaration and payment of a common stock dividend. After a full discussion of the matter the following resolution was offered.

WHEREAS, It appears that the common stock of the bank should be (increased) ~~(decreased)~~ from \$210,000.00 to \$240,000.00 by the declaration and issuance pro-rata to the holders of outstanding common stock of the bank a dividend in the sum of 30,000.00, payable only in common stock of the bank, said dividend to be accomplished by the issuance of 600 additional shares of common stock; such new shares to have the same rights, privileges and immunities as the presently outstanding stock; to be issued and delivered to holders of common stock on the basis of 1/7th additional share of common stock for each one share of stock standing in the name of the stockholder on the books of Bank of Picayune, making the total capital of the bank \$240,000.00, and

WHEREAS, It appears that the State Comptroller and the Federal Deposit Insurance Corporation have heretofore indicated their approval of the plan.

NOW, THEREFORE, BE IT RESOLVED, That the said plan to (increase) ~~(the common stock of the bank from \$ 210,000.00 to \$ 240,000.00~~ by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of \$ 30,000.00 to be payable only in common stock of the bank, such new shares to be issued and delivered to holder of common stock on the basis of 1/7th share of stock for each One share of stock standing in the name of the stockholder on the books of the bank as of Dec. 31, 1968, to be the same is hereby approved and submitted for consideration and vote of the stockholders at a ^{SPECIAL} ~~(regular)~~ (special) meeting of stockholders of the bank to be held in the banking house in Picayune, Mississippi, at 3:30 ~~(p.m.)~~ on the 18th day of December, 19 68, and

That the officers be and they are hereby authorized and directed to give notice of such ~~(regular)~~ (special) meeting of stockholders as provided in the by-laws.

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

There being no further business the meeting was adjourned.

Louis D. McGehee
Chairman

M. J. R. J.
Secretary

(SEAL)

STATE OF MISSISSIPPI

COUNTY OF PEARL RIVER

Personally appeared before me the undersigned Notary Public in and for said County and State, T. S. Ross, who being duly sworn says that he is V. P. & Cashier of the Bank of Picayune, Picayune Mississippi, and that notice of the (~~Regular~~) (Special) meeting of stockholders of said bank to be held on December 18th, 19 68, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initialed form of proxy hereto attached.

T. S. Ross
V. P. & Cashier
Bank of Picayune

Subscribed and sworn to before me this 20th day of December, 19 68

MY COMMISSION EXPIRES
SEPTEMBER 22, 1972

L. M. McPherson
Notary Public

TO THE STOCKHOLDERS
BANK OF PICAYUNE
PICAYUNE, MISSISSIPPI

You are hereby notified that a special meeting of the stockholders of the Bank of Picayune will be held in the banking house in Picayune, Mississippi at 3:00 o'clock P.M. on the 18th day of December, 1968, for the purpose of considering and voting on the following special matter to be submitted to the stockholders.

1. A resolution which has been prepared and which may be examined at any time during office hours prior to the aforesaid meeting providing:
 - (a) For an amendment to the Charter of Incorporation increasing the authorized common capital of the bank from \$210,000.00 to \$240,000.00 by the declaration and payment of a common stock dividend in the sum of \$30,000.00.
2. To transact all such other business pertinent to the above as may come before the meeting.

Thus done at Picayune, Mississippi, this the 30th day of November, 1968.


President

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

.....

PROXY FOR USE AT SPECIAL STOCKHOLDERS' MEETING

KNOW ALL MEN BY THESE PRESENTS, THAT I, the undersigned stockholder in the Bank of Picayune, Picayune, Mississippi, do hereby nominate, constitute and appoint _____

_____,
or either of them my true and lawful attorney with power of substitution for me and in my name, place and stead to vote upon all of the stock of the Bank of Picayune standing in my name on the books of the bank at the meeting of stockholders thereof to be held at its banking house in Picayune, Mississippi, at 3:00 o'clock P.M. on the 18th day of December 1968, or any adjournment thereof, on any and all of the proposals contained in the Notice of the meeting of the stockholders of said bank, receipt of which notice is hereby acknowledged and the terms of which notice are hereby incorporated by reference into this proxy, with all the powers the undersigned would possess if present personally at said meeting, or any adjournment thereof, hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 1968.

Signature

Witness to Signature _____

Number of Shares _____

AMENDMENT TO ARTICLES OF INCORPORATION

of

BANK OF PICAYUNE
PICAYUNE, MISSISSIPPI

RESOLVED, That the plan to (increase)() the common stock of the bank from \$210,000.00 to \$240,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of \$ 30,000.00 to be accomplished by the issuance of 600 additional shares of common stock of a par value of \$ 50.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of 1/7th additional share of stock for every whole share of stock standing in the name of the stockholder on the books of the bank as of Dec.31, 1968 making the total capital of the Bank \$ 240,000.00, and

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

That the Charter of Incorporation of this bank, as amended, be further amended by striking out Section #3 of the original Charter of Incorporation as amended and insert in lieu thereof the following:

SECTION #3

The capital stock of the bank shall be Two Hundred Forty Thousand Dollars (\$ 240,000.00) divided into 4,800 shares of the par value of Fifty Dollars (\$ 50.00) per share.

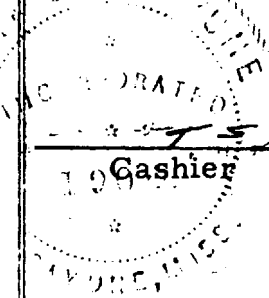
STATE OF MISSISSIPPI
COUNTY OF PEARL RIVER

I, the undersigned President of the Bank of Picayune, _____, Picayune, _____, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank and the same was duly adopted at a ~~(regular)~~ (special) meeting of stockholders held on 18th day of December, 1968, in accordance with by-laws of the bank. And I do further certify that the said resolution was adopted by a majority in amount of all of the outstanding stock of said bank.

In Testimony Whereof Witness my signature and seal of Bank of Picayune _____, Mississippi, this the 20th day of December, 1968.

Louis D. Meeker
President

ATTEST:



Cashier

Received at the office of the Secretary of State, this the 31 day of Dec

A. D., 1968, together with the sum of \$ 60.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lerner
SECRETARY OF STATE.

Jackson, Miss.,

December 31, 1968

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.

Joe F. Patterson
ATTORNEY GENERAL

By W. J. Coleman
Assistant Attorney General.

State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

PEOPLES BANK

MENDENHALL, MISSISSIPPI

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 7th day of January, 1969.*

Attest:

Heber Ladner

Secretary of State.

John B. Neill

Governor.

State of Mississippi

Department of Bank Supervision



JACKSON

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

PEOPLES BANK

MENDENHALL, MISSISSIPPI

is here approved.

*In testimony whereof, I have hereunto set my
hand and caused the Seal of the
Department of Bank Supervision
State of Mississippi to be affixed,
this _____ 30th _____ day of*

December 19 60



Herbert D. Lee

STATE COMPTROLLER.

A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF

PEOPLES BANK
MENDENHALL, MISSISSIPPI

A special meeting of the Board of Directors of Peoples Bank duly and legally called, was held at the banking house in Mendenhall, Mississippi, at 10:00 A. M. on the 29th day of November, 1968, with the following directors present:

Sidney Davis

Mrs. S. D. Davis

Alice Davis

Absent was Mrs. Elizabeth
D. O'Neill

E. A. Davis

There being a quorum present the meeting proceeded to business, S. D. Davis acting as Chairman and E. A. Davis acting as Secretary.

The Chairman then explained the meeting was called for the purpose of considering a program looking to an increase in the bank's Capital stock from \$180, 000. 00 to \$225, 000. 00 to be accomplished by the declaration and payment of a common stock dividend, and simultaneously therewith reduce the par value of each of said shares from \$100. 00 to \$10. 00 per share.

After a full discussion of the matter the following resolution was offered:

WHEREAS, it appears that the par value of the common stock of the bank should be reduced from \$100. 00 to \$10. 00 per share and that the authorized capital of the bank should be increased from \$180, 000. 00 to \$225, 000. 00 by the declaration and issuance pro-rata to the holders of outstanding common stock of the bank a dividend in the sum of \$45, 000. 00, payable only in common stock of the bank;

said dividend to be accomplished by the issue of one (1) additional share of common stock for each four (4) shares of stock standing in the name of the stockholder on the books of Peoples Bank after the accomplishment of the reduction in par value of the common stock; upon the surrender of outstanding shares of stock of the bank now issued for re-issue pursuant hereto, such new shares to have the same rights, privileges and immunities as the presently outstanding stock; and

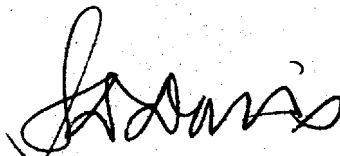
WHEREAS, it appears that the State Comptroller and the Federal Deposit Insurance Corporation have heretofore indicated their approval of the plan.

NOW, THEREFORE, BE IT RESOLVED, that the said plan to reduce the par value of the shares of common stock of the bank from \$100.00 to \$10.00 per share and to increase the authorized capital of the bank from \$180,000.00 to \$225,000.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank a dividend in the sum of \$45,000.00 to be payable only in common stock of the bank, such dividend to be accomplished by the issue of one (1) share of stock for each four (4) shares of stock standing in the name of the stockholder on the books of the bank after the reduction of par value of said common stock as aforesaid be, and the same is, hereby approved and submitted for consideration and vote of the stockholders at a special meeting of stockholders of the bank to be held in the banking house in Mendenhall, Mississippi, at 10:00 A. M. on the 12th day of December, 1968; and

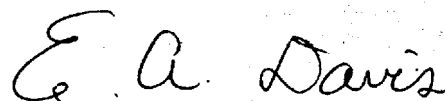
That the officers be, and they are hereby authorized and directed to give notice of such special meeting of stockholders as provided in the by-laws.

Motion was made for the adoption of the above resolution

which motion was duly seconded and upon being put to a vote was carried and the result so announced.



CHAIRMAN



SECRETARY

I hereby certify that the above and foregoing is a true copy of that portion of the minutes of a meeting of the Board of Directors of Peoples Bank, Mendenhall, Miss., held on December 2, 1968, that relates to amendment to the Articles of Incorporation of said Bank.

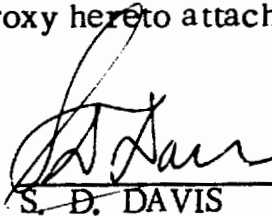


President

STATE OF MISSISSIPPI

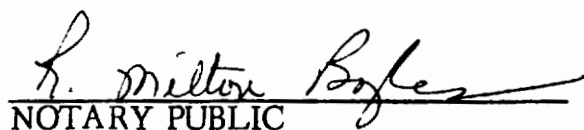
COUNTY OF SIMPSON

Personally appeared before me, the undersigned notary public in and for said county and state, S. D. Davis, who being duly sworn says that he is President of the Peoples Bank of Mendenhall, Mississippi, and that notice of the special meeting of stockholders of said bank to be held on December 12, 1968, in the initial form hereto attached was sent by regular mail, postage prepaid, not less than ten days prior to the date of said meeting, at their respective addresses as shown on the books of the bank and that proxies were furnished by stockholders who were not present at such meeting by which their respective shares were voted in the initialed form of proxy hereto attached.


S. D. DAVIS

Subscribed and sworn to before me, this 2nd day of
December, 1968.

My Commission Expires March 29, 1972


NOTARY PUBLIC

My Commission Expires March 29, 1972



TO THE STOCKHOLDERS
PEOPLES BANK
MENDENHALL, MISSISSIPPI

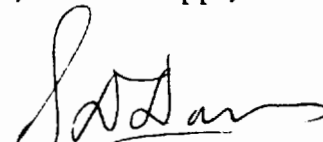
You are hereby notified that a special meeting of the stockholders of the Peoples Bank will be held in the banking house in Mendenhall, Mississippi, at 10:00 A. M. on the 12th day of December, 1968, for the purpose of considering and voting on the following special matter to be submitted to the stockholders:

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

For an amendment to the Charter of Incorporation to reduce the par value of the shares of common stock of the bank from \$100.00 to \$10.00 per share and to increase the authorized capital of the bank from \$180,000.00 to \$225,000.00 by the declaration and payment of a common stock dividend in the sum of \$45,000.00.

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

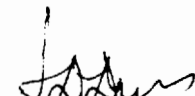
Thus done at Mendenhall, Mississippi, this the 2nd day of December, 1968.



PRESIDENT

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

I hereby certify that the above and foregoing is a true copy of notice mailed to stockholders of Peoples Bank, Mendenhall, Miss., on December 2, 1968.



President

AMENDMENT TO ARTICLES OF INCORPORATION
OF

PEOPLES BANK
MENDENHALL, MISSISSIPPI

RESOLVED, that the Charter of Incorporation of this bank, as amended, be further amended by striking out Sections Four and Five of the original Charter of Incorporation as amended and insert in lieu thereof the following:

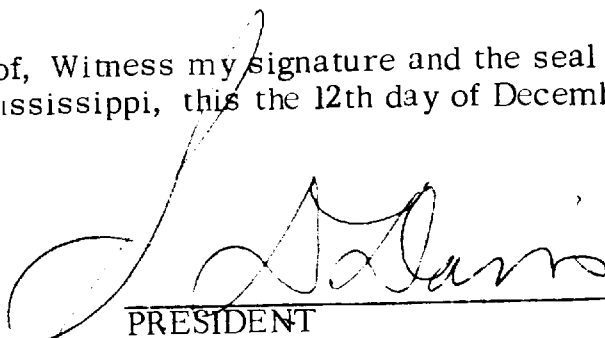
SECTION FOUR

The capital stock of the bank shall be Two Hundred Twenty-five Thousand Dollars (\$225,000.00) divided into twenty-two thousand five hundred (22,500) shares of the par value of Ten Dollars (\$10.00) per share.

STATE OF MISSISSIPPI
COUNTY OF SIMPSON

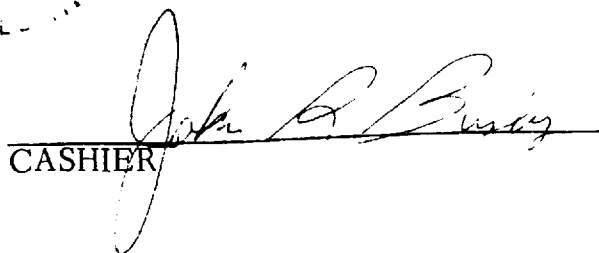
I, the undersigned President of the Peoples Bank, Mendenhall, Mississippi, do hereby certify that the above and foregoing is a true and correct copy of the resolution amending the Charter of said bank and the same was duly adopted at a special meeting of stockholders held on the 12th day of December, 1968, in accordance with by-laws of the bank. And I do further certify that the said resolution was adopted by a two-thirds (2/3rds) majority in amount of all of the outstanding stock of said bank.

In Testimony Whereof, Witness my signature and the seal of Peoples Bank, Mendenhall, Mississippi, this the 12th day of December, 1968.



PRESIDENT

ATTEST:



CASHIER

Received at the office of the Secretary of State, this the 31 day of Dec

A. D., 1968, together with the sum of \$ 90⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner
SECRETARY OF STATE.

Jackson, Miss.,

December 31, 1968

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

Joe T. Patterson
ATTORNEY GENERAL.

By W. H. Coleman
Assistant Attorney General.

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI FISH EQUITY, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 7th day of January A. D., 1969.



John Bell Williams
Governor

By the Governor

Heber Ladner
Secretary of State

RESOLUTION

WHEREAS, the MISSISSIPPI FISH EQUITY of Clay County, Mississippi, is an unincorporated, non-profit organization; and

WHEREAS, said unincorporated organization is authorized to be incorporated under the laws of the Laws of the State of Mississippi; and

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

NOW, THEREFORE, BE IT RESOLVED that Clifton R. Whitley, Jr., Charlie Graves, Jr., Winfield Cunningham and Freddie Davis be and they are hereby authorized, empowered and directed to apply for and obtain a charter of incorporation for said organization under the Laws of the State of Mississippi, as a non-profit and no share Corporation.

BE IT FURTHER RESOLVED that the said Clifton R. Whitley, Jr., Charlie Graves, Jr., Winfield Cunningham and Freddie Davis be and they are hereby authorized, empowered and directed to do all things necessary or proper to accomplish the purpose of this Resolution.

STATE OF MISSISSIPPI)
)
COUNTY OF CLAY)

Personally appeared before me, the undersigned authority at law in and for said County and State aforesaid Freddie Davis, who, being by me first duly sworn states on oath that he is the duly elected, qualified and acting Secretary of the unincorporated, non-profit organization, the Mississippi Fish Equity of Clay County, Mississippi, and that as such Secretary he is the keeper and custodian of its minutes and records, and that the above and foregoing is a true and correct copy of the Resolution adopted at a meeting of said organization on the 25th day of June, 1968.

Freddie Davis
Freddie Davis

SWORN TO and subscribed before me, on this the 23rd day of December, 1968.

Helen E. Rawles
Notary Public

My Commission expires:

May 14, 1969

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

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

THE CHARTER OF INCORPORATION OF

MISSISSIPPI FISH EQUITY, INC.

1. The corporate title of said company is: MISSISSIPPI FISH EQUITY, 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
Clifton R. Whitley, Jr.	909 Hill Street	West Point	Mississippi 39773
Charlie Graves, Jr.	Route 3, Tibbee Community	West Point	Mississippi 39773
Winfield Cunningham	Route 1 - Box 19	Okolona	Mississippi 38860
Freddie Davis	Route 2 - Box 340	West Point	Mississippi 39773

all being adult resident citizens of the State of Mississippi

3. The domicile is at West Point Mississippi
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

The Corporation shall be a non-share, non-profit corporation, and no shares of stock shall be authorized or issued and no dividends or profits shall be paid or distributed to its members. It shall be an agricultural society to foster domestic fish farming and to educate low income families and others in the utilization of lakes, ponds, etc., in connection therewith.

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 engage in the production, processing, storing and merchandising of fish and related foods for human consumption and allied by-products.
 - (b)- To own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of and otherwise deal in real estate; to finance the purchase, improvement, development and construction of land and buildings.
 - (c)- To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.
7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment.

Signatures:

Clifton R. Whitley, Jr.

Clifton R. Whitley, Jr.

Charlie Graves, Jr.

Charlie Graves, Jr.

Winfield Cunningham

Winfield Cunningham

Freddie Davis

Freddie Davis

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of CLAY

This day personally appeared before me, the undersigned authority Clifton R. Whitley, Jr.
Charlie Graves, Jr., Winfield Cunningham and Freddie Davis

incorporators of the corporation known as the Mississippi Fish Equity, 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 3rd day of January, 1969

Heber E. Radner

My Commission Expires May 14, 1969

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 7 day of January
 A.D., 1969 together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the
 Attorney General for his opinion.

Heber E. Radner

Secretary of State

Jackson, Miss., January 7, 1969

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

Joe T. Patterson

Attorney General

By

Maurice R. Black

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

LEE COUNTY ELECTRICAL FRATERNAL ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed
this 7th day of January A. D., 1969.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

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

LEE COUNTY ELECTRICAL FRATERNAL ASSOCIATION, INC.

1. The corporate title of said company is:

LEE COUNTY ELECTRICAL FRATERNAL 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
R.B. Clayton			
R.B. Clayton	Box # 185	Dorsey Miss.	
James P. Stewart	Box 104	Marion Miss.	
Marion R. Lindsey		Nettles, Miss.	

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

3. The domicile is at 332 North Spring Street, Tupelo, Mississippi 38801
(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 3300, Revised Code of Mississippi~~ ~~for 1942, and amended by House Bill 1335 Regular 1968 Session Mississippi Legislature.~~)

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

The corporation is a fraternal corporation for members of the International Brotherhood of Electrical Workers, Local Union No. 1028

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 for the educational and recreational development of members in good standing of International Brotherhood of Electrical Workers, Local Union No. 1028, and to provide a place which may be used as a meeting place for said Local Union No. 1028.

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:

R. B. Clayton
James D. Stewart
Marvin L. Lindsey

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of LEE

This day personally appeared before me, the undersigned authority R. B. Clayton, Rt. 2
Dorsey, Miss., James D. Stewart Box 180, Verona, Miss.
Marvin L. Lindsey, Box 104 Nettleton, Mississippi.
incorporators of the corporation known as the Lee County Electrical Fraternal Associational
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as ^{Inc}
(his) (their) act and deed on this the 20th day of December, 1968

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 6 day of Jan
A.D., 1969, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and referred to the
Attorney General for his opinion.

Heber Ladner
Secretary of State

Jackson, Miss., January 7, 1969

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.

Joe T. Patterson
Attorney General
By Maurice R. Black
Assistant Attorney General

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

RESOLUTION OF LEE COUNTY ELECTRICAL FRATERNAL ASSOCIATION

WHEREAS, the Lee County Electrical Fraternal Association is a non-profit organization, organized to provide for the educational and recreational development of members in good standing of International Brotherhood of Electrical Workers, Local Union #1028 and to provide a place which may be used as headquarters for said Local Union #1028, and;

WHEREAS, the members of said Union desire to form a non-profit corporation to carry out the aforesaid purposes.

NOW THEREFORE, BE IT RESOLVED that the Lee County Electrical Fraternal Association does unanimously authorize, direct, and empower R. B. Clayton, James D. Stewart, and Marvin L. Lindsey, to make application with the Secretary of State of the State of Mississippi for a non-profit Charter of Incorporation for Lee County Electrical Fraternal Association.

151 Marvin L. Lindsey
PRESIDENT

152 James D. Stewart
SECRETARY

STATE OF MISSISSIPPI

COUNTY OF LEE

I certify that the following resolution was duly adopted on the 20th day of December, 1968 and is now recorded in the Minute Book of the Lee County Electrical Fraternal Association.

WITNESS MY SIGNATURE, this the 2 day of January, 1969.

Acting Frank A. Fisher
SECRETARY