

# State of Mississippi



EXECUTIVE

OFFICE

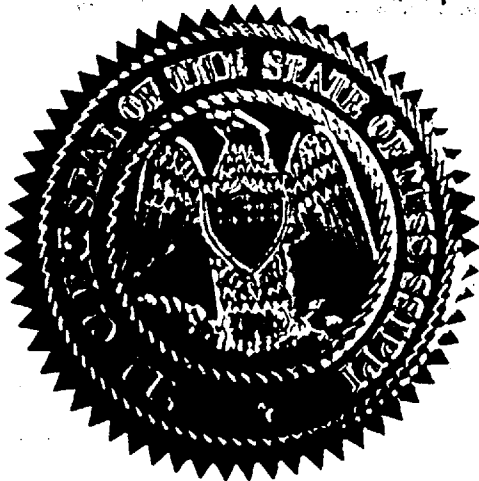
JACKSON

The within and foregoing Charter of Incorporation of

CONCEPT LIMITED, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 30th day of May A. D., 1978.



*Calvin Finch*

Governor

By the Governor

*Weber Ladner*

Secretary of State

CERTIFIED COPY OF RESOLUTION AUTHORIZING  
APPLICATION FOR CHARTER OF INCORPORATION  
OF CONCEPT LIMITED, INC.

This is to certify that the following resolution was adopted by the members attending a meeting at 125 South Congress, Jackson, Mississippi, on the 22nd day of May, 1978, at which an association known as Concept Limited, Inc., was organized:

RESOLVED, that the following were elected officers of the association known as Concept Limited, Inc.:

Thomas H. Espy	President
Vern Gavin	Vice President
Pat Mosley	Secretary-Treasurer

RESOLVED FURTHER, that Thomas H. Espy, President, Vern Gavin, Vice President and Pat Mosley, Secretary-Treasurer of the association be, and they are hereby are authorized to apply to the Secretary of State of the State of Mississippi, for a charter of incorporation as a non-profit, non-share corporation under the provisions of §79-11-1 et seq., Mississippi Code of 1972, as amended, of this association, and to take all actions and to do all things necessary and advisable in connection therewith, for and as the act and deed of the association and corporation.

RESOLVED FURTHER, that the corporate title of the corporation herein authorized shall be "Concept Limited, Inc."

ADOPTED this the 22nd day of May, 1978.

The foregoing is hereby certified to be a true and correct copy of a resolution adopted by the above named association on the 22nd day of May, 1978.

THIS the 22nd day of May, 1978.

Pat Mosley  
Pat Mosley, Secretary  
125 South Congress  
Jackson, Mississippi 39201

OF

## CONCEPT LIMITED, INC.

1. The corporate title of said corporation is Concept Limited, Inc.

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

Thomas H. Espy  
125 South Congress  
Jackson, Mississippi

Vern Gavin  
125 South Congress  
Jackson, Mississippi

Pat Mosley  
125 South Congress  
Jackson, Mississippi

3. The domicile of the corporation is at 125 South Congress, Jackson, Mississippi, 39201.

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

5. The period of existence shall be perpetual.

6. The purposes for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated 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 contribution to organizations that qualify as exempt organizations under the Internal Revenue Code

and its regulations.

(b) Specifically to coordinate and supplement existing charitable, social, civic and educational services in the State of Mississippi.

(c) To acquire, preserve, and coordinate information on markets, developing potentials, opportunities, resources, businesses, industries and their needs, and to provide facilities for trade and the exchange of products, services, ideas, and statistical business information between companies and individuals in and between communities and trade centers throughout the State of Mississippi and other states and nations, when and as authorized by law.

(d) To discover effective new ways and demonstrate and apply fully and partially tested ways minorities can more fully develop their physical, mental, and other potentials employing scientific research, testing, consultation, conferences, lectures, books, manuals, articles, film slides, radio, television and other means.

(e) To provide, on a non-profit basis, for civic improvements and the promotion of the general welfare of minorities and to provide through a unified organization for the development of the potentials of minorities.

(f) 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 inure to the benefit of any member, director, or officer of the corporation, or any private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member,

director or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

(g) Notwithstanding any other provisions of these articles, the corporation shall not conduct or carry on any activities not permitted by an organization exempt under §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 §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 §501(c)(3) of said Code and regulations.

(h) 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 request, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both immovable and movable, of whatever kind, nature, or description and wherever situated.

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

(5) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligation 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, right, 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 properties 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 §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(7) To enter into, make and perform contracts of every kind and description.

(8) To lend to any person, firm or corporation any of its funds, either with or without security.

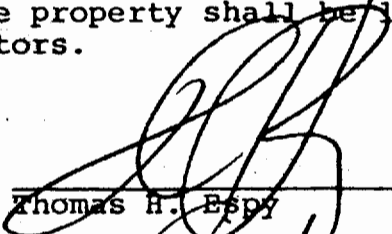
(9) To have one or more offices, to carry on all or any of its operations and business.

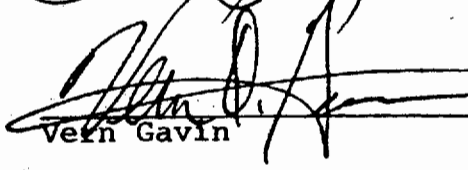
(10) To acquire, construct, convert, or expand plant facilities for lease or sale, subject to such limitations as may be prescribed by law, but all for the purpose of achieving the objects and purposes of the corporation.


(11) 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 to 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 conditions 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 any organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended, and by an organization contributions to which are deductible under §170(c)(2) of such Code and regulations as they now exist as they hereafter be amended.

(12) This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the

election of all officers, shall make the loss of membership, by death, or otherwise, the termination of all interests of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

  
Thomas H. Espy

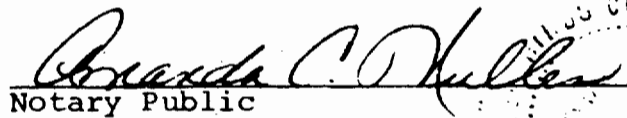
  
Vern Gavin

  
Pat Mosley

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Thomas H. Espy, Vern Gavin, and Pat Mosley, each being one of the incorporators of the corporation known as Concept Limited, Inc., who acknowledged to me that they signed and executed the above and foregoing Charter of Incorporation as their act and deeds on this the 22nd day of May, 1978.

  
Notary Public



My Commission Expires:

June 5, 1998

Received at the office of the Secretary of State, this the 23<sup>rd</sup> day of May

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Baker  
SECRETARY OF STATE

Jackson, Miss.,

May 24, 1978

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.

A. F. Summers  
ATTORNEY GENERAL

By George M. Simonds  
Assistant Attorney General



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

de l'Epee Deaf Center, Inc.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 30th day of May A. D., 1978.



*Clell D. Fuchs*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State

Minutes of Meeting of de l'Epee Deaf Center

BE IT REMEMBERED, that on the 19 day of May, 1978, Most Reverend Joseph L. Howze, Reverend Monsignor Kevin Bambrick, Reverend Monsignor James McGough, and Sister Dolores Coleman, D. C. met concerning the incorporation of de l'Epee Deaf Center organization under the laws of the State of Mississippi. All of the above named persons constitute the entire membership of the organization.

A proposed charter of incorporation was presented and approved, and the following resolution was unanimously adopted on motion made, and put to a vote:

WHEREAS, a proposed charter of incorporation under the laws of the State of Mississippi of de l'Epee Deaf Center, Inc. has been prepared and presented to the meeting and approved by the members; and

WHEREAS, all members desire to become incorporated under the corporate name as above mentioned and under the terms and provisions of the said proposed charter:

NOW, THEREFORE, BE IT RESOLVED, that Most Reverend Joseph L. Howze, Reverend Monsignor Kevin Bambrick, Reverend Monsignor James McGough, and Sister Dolores Coleman, D. C., all being adult resident citizens of the State of Mississippi, be and they are hereby designated as incorporators of de l'Epee, Inc. and that they be and are hereby authorized, empowered and directed to do all things necessary to obtain the charter of incorporation.

There being no further business to come before the meeting, it was on motion made, seconded and unanimously carried, adjourned.

WITNESS our signatures, on this the 19 day of May, 1978.

*+ Joseph Lawson Howze*  
MOST REVEREND JOSEPH D. HOWZE  
*Bishop of Baton Rouge*

*Rev. Kevin Bambrick*  
REVEREND MONSIGNOR KEVIN BAMBRICK

*James M. McGough*  
REVEREND MONSIGNOR JAMES MCGOUGH

*Sister Dolores Coleman, D.C.*  
SISTER DOLORES COLEMAN, D. C.

CERTIFICATE

I, SISTER DOLORES COLEMAN, D. C., 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 Resolution was duly adopted at the meeting thereof held on the 19<sup>th</sup> day of May, 1978, at Biloxi, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature, this the 19<sup>th</sup>  
day of May, 1978.

Sister Dolores Coleman, D.C.  
Secretary

**THE CHARTER OF INCORPORATION OF  
DE L'EPEE DEAF CENTER**

1. The corporate title of said company is: de l'Epee Deaf Center, Inc.
2. The names of the incorporators are:

NAME	ADDRESS	CITY AND STATE
Most Rev. Joseph L. Howze	The Barq Building Reynoir and Howard Ave.	Biloxi, Miss.
Rev. Monsig. Kevin Bambrick	The Barq Building Reynoir and Howard Ave.	Biloxi, Miss.
Rev. Monsig. James McGough	The Barq Building Reynoir and Howard Ave.	Biloxi, Miss.
Sister Dolores Coleman, D. C.	217 Cowan Road	Gulfport, Miss.

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

3. The domicile is 217 Cowan Road, Gulfport, Mississippi.
4. This corporation is a Non Profit charitable association and no shares of the stock shall be issued.
5. Period of existence shall be perpetual.
6. The purposes, not contrary to law, for which it is created are:
  - To provide community service programs for the hearing-impaired and their hearing relatives including, but not limited to the following:
    - (a) to carry on an on-going survey of deaf persons in Mississippi and of their needs; (b) to provide information and referral to deaf persons, their hearing relatives, and to others interested in the deaf hearing-impaired regarding legal, medical, educational, vocational rehabilitation, and other needs;
    - (c) to provide community interpreting services; (d) to provide counseling to hearing-impaired persons and their hearing relatives on an individual, group

or family basis; (e) to provide educational services--Sign Language classes for hearing persons and continuing education classes for hearing-impaired adults; (f) to serve as a telephone and TTY message relay center; (g) to conduct social and recreational activities for hearing-impaired persons; (h) to carry on Deaf Awareness activities in order to create a better informed and more sensitive hearing public; (i) to carry on advocacy activities on behalf of hearing-impaired persons and towards obtaining legislation pro-deaf on the local, state and national levels; (j) to provide religious education for hearing impaired children and adults of all faiths and religious services in Total Communication for Catholic hearing-impaired, any non-Catholic hearing-impaired who choose to attend, and hearing relatives; (k) to collect and administer funds for the purpose of carrying out the above-mentioned services as well as others that de l'Epee Deaf Center, Inc. might undertake on behalf of hearing-impaired persons or their hearing relatives.

In furtherance of such purposes, this corporation shall have all the powers granted to non-profit corporations under the laws of the State of Mississippi. The generality of the foregoing is limited to the extent that the corporation shall have only such purposes and shall engage in only such activities as are permissible for tax-exempt corporations under Section 501 of the Internal Revenue Code of 1954, as it may be hereafter amended. No part of the earnings of this corporation shall inure to the benefit of any private member.

The rights and powers to be exercised by the corporation shall be the following, insofar as they are reasonably necessary to accomplish the stated purposes of the association: To adopt By-Laws not inconsistent with the laws of the State of Mississippi, sue and be sued, prosecute and be prosecuted to judgment and satisfaction before any court, to have a corporate seal, to contract and be contracted with within the limits of the corporate powers, to own, purchase or receive as a gift real and personal property or mixed property, to sell and convey real estate and sell personal property, to borrow

money and secure the payment of the same by mortgage or otherwise, to issue bonds and secure them in the same way, to guarantee purchase, own, hold, sell, transfer, assign, mortgage, pledge, or otherwise dispose of and deal in the stocks, bonds, securities, or in evidences of indebtednesses of other corporations public or private of this or any other state or government, including bonds or securities of any state or political subdivision, and while the owner of such stock to exercise all right, privileges and immunities of ownership, including the right to vote thereon, to set up pension plans, disability or death benefit plans for the exclusive benefit of some or all of its employees and to set up trusts or other instruments as a part of such plans, and to set up retirement plans for which provision has been made up into the laws of the United States of America exempting such plans from federal income tax, and to set up trusts or other instruments as part of such plans, to make gifts, donations, or contributions for the public welfare and for charitable, scientific, religious and educational purposes, all of such rights and powers to be exercised to the extent reasonably necessary to accomplish the purposes stated above.

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 Lawson Howze*  
 MOST REVEREND JOSEPH L. HOWZE

*Kevin Bambrick*  
 REVEREND MONSIGNOR KEVIN BAMBRICK

*James McGough*  
 REVEREND MONSIGNOR JAMES MCGOUGH

*Sister Dolores Coleman, D.C.*  
 SISTER DOLORES COLEMAN, D. C.

DATED:

*March 10 1978*, 1978

STATE OF MISSISSIPPI  
COUNTY OF HARRISON

This day personally appeared before me, the undersigned authority in and for the said County and State, Most Reverend Joseph L. Howze, Reverend Monsignor Kevin Bambrick, Reverend Monsignor James McGough, and Sister Dolores Coleman, D. C., who acknowledged that they signed and executed the above and foregoing Charter of Incorporation as their act and deed on this the 19 day of May, 1978.



Edward D. Little  
Notary Public

My Commission Expires:

SEP 07, 1981



Received at the office of the Secretary of State, this the 23<sup>rd</sup> day of May

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
SECRETARY OF STATE.

Jackson, Miss.,

26 May 78

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.

A. H. Summers  
ATTORNEY GENERAL

By John M. Hester  
Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

DIAMOND SPORTS CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 30th day of May A. D., 1978.



*Cliff Finch*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State

R E S O L U T I O N

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

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

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

BE IT RESOLVED BY DIAMOND SPORTS CLUB, in a meeting duly called and held on the 8 day of March 1978, at Jackson, Mississippi, that:

(a) Willis Washington, Jr., Anthony McLin and Leon Campbell, be and they are hereby authorized and directed to proceed forthwith to take all actions and do all things necessary to incorporate DIAMOND SPORTS CLUB, a non-profit corporation under the laws of the State of Mississippi, and to act as the Incorporators thereof.

(b) The corporate title of the corporation herein authorized shall be: DIAMOND SPORTS CLUB, INC.

(c) the domicile of said corporation shall be at 3175 Robinson Street, Broadmoor Apartments #A-20, Jackson, Mississippi 39209.

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

C E R T I F I C A T E

I, the undersigned Leon Campbell, one

of the Incorporators of DIAMOND SPORTS CLUB, do hereby certify that the above and foregoing Resolution is a true and correct copy of a certain Resolution adopted by the DIAMOND SPORTS CLUB in a meeting duly called and assembled on the 8 day of MARCH, 1978, at which meeting all of the membership was present and participating. That said Resolution is incorporated in the Minutes of the Corporation.

WITNESS MY SIGNATURE on this 16<sup>th</sup> day of MAY, 1978.

Leon Campbell  
President

## THE CHARTER OF INCORPORATION

O F

## DIAMOND SPORTS CLUB

\* \* \*  
\* \*  
\*

1. The Corporate Title of said Corporation is:

DIAMOND SPORTS CLUB, INC.

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

WILLIS WASHINGTON, JR., whose post office address and street address are 3175 Robinson Street, Broadmoor Apartments #A-20, Jackson, Mississippi 39209;

ANTHONY McLIN, whose post office address and street address are 160 Louisiana Avenue, Jackson, Mississippi 39209;

LEON CAMPBELL, whose post office address and street address are 661 Forest Avenue, Jackson, Mississippi 39206.

3. The domicile of the Corporation is at 3175 Robinson Street, Broadmoor Apartments #A-20, Jackson, Mississippi 39209.

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

5. The period of existence shall be perpetual.

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

a) To encourage, provide opportunities, and to promote interest in participation in organized athletic contests and active recreational activities.

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

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

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

e) As a means of accomplishing the foregoing purposes, the 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 request, devise, grant gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both immovable and movable, of whatever kind, nature or description and wherever situated,
- 4) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both immovable and movable, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law,
- 5) to borrow money, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for property acquired or for any monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, or by other privileges of the corporation, wherever situated, whether now owned or hereafter to be acquired.
- 6) to invest and reinvest its funds in such stock common or preferred, bonds debentures, mortgages, or in such other securities and property as may be provided for in the by-laws of the corporation, subject to the limitations and conditions 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 any be prescribed by law, to exercise such other powers which are now hereafter may be conferred by law upon a corporation organized for the purpose 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 (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.

Willis Washington Jr  
WILLIS WASHINGTON, JR.  
Anthony McLin  
ANTHONY MCLIN  
Leon Campbell  
LEON CAMPBELL

I N C O R P O R A T O R S

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Willis Washington, Jr., one of the incorporators of the corporation known as DIAMOND SPORTS CLUB, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this 16<sup>th</sup> day of May, A. D., 1978.

Larry Stanger  
Notary Public



My Commission expires:  
Feb 17 1979

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Anthony McLin, one of the incorporators of the corporation known as DIAMOND SPORTS CLUB, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed



Charter  
page 5

on this 10th day of May, A. D., 1978.

[Signature]  
Notary Public

My Commission expires:

[Signature]

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid Leon Campbell, one of the incorporators of the corporation known as DIAMOND SPORTS CLUB, who acknowledged that he signed and executed the above and foregoing Articles of Incorporation as his act and deed on this 10th day of May, A. D., 1978.

[Signature]  
Notary Public

My Commission expires:

My Commission Expires Feb. 17, 1982

Received at the office of the Secretary of State, this the 24 day of May  
A. D., 1978, together with the sum of \$ 20<sup>00</sup> deposited to cover the recording fee, and  
referred to the Attorney General for his opinion.

Heber Ladner  
SECRETARY OF STATE.

Jackson, Miss..

26 May 78

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.

A. G. Sumner  
ATTORNEY GENERAL.  
By John B. Weston  
Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

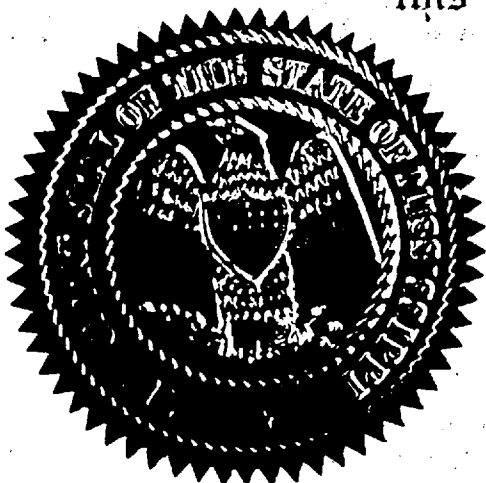
JACKSON

The within and foregoing Charter of Incorporation of

PILOT CLUB OF BROOKHAVEN, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 30th day of May A. D., 1978.



*Calvin T. Tucker*

Governor

By the Governor

*Heber Ladner*

Secretary of State

RESOLUTION OF PILOT CLUB OF BROOKHAVEN, AN UNINCORPORATED ASSOCIATION

"Be it resolved by the members of Pilot Club of Brookhaven, an unincorporated association of individuals, that it is in the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Lois T. Smith, Doris G. Foster and LaVerne Jordan are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Pilot Club of Brookhaven; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do."

CERTIFICATE

I, LaVerne Jordan, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 16th day of May, 1978, 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 16th day of May, 1978.

Secretary LaVerne Jordan

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

PILOT CLUB OF BROOKHAVEN

1. The corporation title of said company is: Pilot Club  
of Brookhaven, 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
Lois T. Smith	Box 714	Brookhaven	Mississippi 39601
Doris G. Foster	2996 Field Lark Lane	Brookhaven	Miss. 39601
LaVerne Jordan		Bogue Chitto	Miss.

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

3. The domicile is at P. O. Box 1169 Brookhaven Miss. 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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The corporation is non-profit and no shares of stock shall be issued and the type of organization is as authorized by the provisions of 79-11-1, Mississippi Code of 1972 as amended, said corporation being a civic improvement organization.

5. Period of existence shall be perpetual.

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

1. To be a classified service club in membership with Pilot International and governed by the by-laws and policies of Pilot International
2. To further the objects of Pilot International, the study and teaching of its principles, and the preservation of its ideals.
3. To develop friendship as a means of broadening opportunity for service, and to encourage and promote international peace and cultural relations.
4. To inculcate the ideal of service as the basis of all worthy enterprise, and to influence its application in the social, business and civil life of the Pilot.
5. To encourage high ethical standards among business and professional women.
6. To promote active participation in movements which will tend to improve the civic, social, industrial and commercial welfare of the community.

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: Lois T. Smith  
Doris G. Foster  
LaVerne Jordan

Incorporators

**ACKNOWLEDGMENT**

STATE OF MISSISSIPPI )  
 County of LINCOLN )

This day personally appeared before me, the undersigned authority  
Lois T. Smith, Doris G. Foster, LaVerne Jordan

incorporators of the corporation known as the Pilot Club of Brookhaven  
 who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as  
~~(his)~~ (their) act and deeds on this the 11th day of May, 1978

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 delivered the above and foregoing charter of incorporation as  
 (his) (their) act and deed on this the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

Received at the office of the Secretary of State this the 23rd day of May  
 A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
 the Attorney General for his opinion.

Helen Johnson  
 Secretary of State

Jackson, Miss., 26 May, 1978

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

John M. Keaton  
 Attorney General  
 By John M. Keaton  
 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

PLEASANT VALLEY RURAL FIRE DEPARTMENT, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 30th day of May A. D., 1978.

*Clell D. Fuchs*

Governor

By the Governor

*Heber Ladner*  
Secretary of State



RESOLUTION OF PLEASANT VALLEY VOLUNTEER FIRE DEPARTMENT  
An Unincorporated Association, To Incorporate, Designating the incorporators,  
The name of the proposed corporation and authorizing the expenditure of the  
funds of the association necessary to do so.

Be it resolved by the members of PLEASANT VALLEY VOLUNTEER FIRE DEPT.  
an unincorporated association of individuals, that it is the best interests  
of this association that it be forthwith incorporated as a nonprofit corporation  
under the law of the State of Mississippi applicable thereto and that  
Charles E. Forrest, Laurence Graham, Mrs. Lurene Matthews & Paul Guy  
are elected, appointed, designated and authorized to act as incorporators in  
applying for a charter of this association to be named Pleasant Valley Volunteer  
Fire Department, Inc.; that they are fully empowered to do  
so and perform any and all other acts necessary to secure said charter and  
authorize the expenditure of such funds of the association as may be necessary  
so to do.

CERTIFICATE

I, Lurene Matthews, do hereby certify that I am the duly  
elected, qualified and acting Secretary of the above named unincorporated  
association of individuals, and that the foregoing is true and correct copy  
of a Resolution duly adopted at a meeting thereof held on the 15 day  
of may, 1978, at Pleasant Valley Community Center  
at which a majority of the members were present, and said meeting was duly  
and properly called and held.

Witness my signature, this the 15  
day of May, 1978.

Secretary Lurene Matthews



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

### PLEASANT VALLEY RURAL FIRE DEPARTMENT

1. The corporation title of said company is:

PLEASANT VALLEY RURAL FIRE DEPARTMENT, INC.

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

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

Name	Street & No.	City	State
Charles E. Forrest	Route 3,	Tylertown,	Miss.
Mrs. Lurene Matthews	Route 3, Box 164	Tylertown,	Miss.
Laurence Graham	Route 3, Box 139B	Tylertown,	Miss.
Paul Guy	Route 1,	Ruth,	Miss.

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

3. The domicile is at Route 3, Box 164 Tylertown, Mississippi  
(Street and No.) (City) (State)

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

The Pleasant Valley Rural Fire Department is Non-Profit and no shares of stock shall be issued and the organization is a volunteer group of citizens in a rural community, organized for the purpose of providing fire protection in the area.

5. Period of existence shall be perpetual.

The period of existence shall be perpetual.

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

The purpose of the organization is to operate as a volunteer fire department in the rural community of Pleasant Valley, Pike County, District Three, Mississippi, in cooperation with Civil Defense, Law Enforcement, and other fire-fighting units in the areas of Pike County.

- To interest, unite, and train men in fire-fighting and those subjects relating to fire-fighting and life-saving.
- To acquire real and personal property to use exclusively for the operation and betterment of the organization as a whole.
- To promote brotherhood and social responsibility among the members,
- to hold and conduct meetings, excursions, and entertainment for the members; to to promote morally, educationally and fraternally, the welfare of the members and the community.
- To make contracts, purchases, mortgages and leases and hold all real and personal property necessary to carry out the purposes of a rural fire department.
- The corporation will not be engaged in any activity or activities which would constitute a legal business ordinarily carried on for profit.

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: Charles E. Forrest  
Laurence Graham  
Lurene Matthews  
Paul Guy  
\_\_\_\_\_  
\_\_\_\_\_  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
County of Pike  
This day personally appeared before me, the undersigned authority \_\_\_\_\_  
Charles E. Forrest, Laurence Graham, Lurene Matthews  
Paul Guy  
incorporators of the corporation known as the Pleasant Valley Rural Fire Department  
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as  
(his) (their) act and deeds on this the 18th day of May, 1978  
My Commission Expires May 24, 1981

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 22nd day of May  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.

Helen L. Linton  
Secretary of State

Jackson, Miss., 25 May, 1978

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.

Joseph M. Keaton  
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

NEW EBENEZER DAY CARE CENTER, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 30th day of May A. D., 1978.

*Calvin Fischer*

Governor

By the Governor

*Heber Ladner*

Secretary of State



CERTIFIED COPY OF RESOLUTION AUTHORIZING  
APPLICATION FOR ARTICLES OF INCORPORATION OF  
NEW EBENEZER DAY CARE CENTER, INCORPORATED

THIS IS TO CERTIFY that the following Resolution was adopted by the members attending a meeting at 900 East 9th Street, Hattiesburg, Mississippi 39401, on May 4, 1978, at which an association known as NEW EBENEZER DAY CARE CENTER was organized.

RESOLVED, that the following were elected officers of the association of the corporation to be known as NEW EBENEZER DAY CARE CENTER, INCORPORATED:

Mr. John Henry Lewis, - President

Mr. Scott Jones - Vice-President

Mrs. Mary Frances Murphy - Secretary-Treasurer

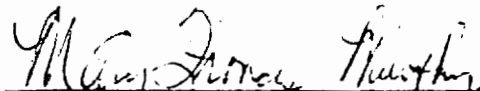
RESOLVED FURTHER, that Mr. John Henry Lewis, Mr. Scott Jones and Mrs. Mary Frances Murphy, members of the association, be, and they are hereby authorized to apply to the Secretary of the State of Mississippi for a Charter of Incorporation as a nonprofit, non-share corporation under the provisions of Section 79-11-1 et seq., Mississippi Code of 1972 as amended, of this association, and to take all actions and to do all things necessary and advisable in connection therewith, for and as the act and deed of the association and corporation.

RESOLVED FURTHER, that the corporate title of the corporation herein authorized shall be "NEW EBENEZER DAY CARE CENTER, INCORPORATED".

ADOPTED this the 4<sup>th</sup> day of May, A. D., 1978.

THE FOREGOING is hereby certified to be a true and correct copy of a Resolution adopted by the above named association on the 4<sup>th</sup> day of May, A. D., 1978.

THIS THE 4<sup>th</sup> day of May, A. D., 1978.



(MRS.) MARY FRANCES MURPHY  
808 East 8th Street  
Hattiesburg, Mississippi 39401

THE CHARTER OF INCORPORATION  
OF  
NEW EBENEZER DAY CARE CENTER  
INCORPORATED

WE, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation under the statutes for the State of Mississippi.

ARTICLE ONE

The name of the corporation shall be NEW EBENEZER DAY CARE CENTER, INCORPORATED, and its domicile shall be 900 East 9th Street, Hattiesburg, Forrest County, Mississippi. The mailing address of the corporation shall be 900 East 9th Street, Hattiesburg, Mississippi 39401.

The period of duration of this corporation shall be perpetual.

ARTICLE TWO

The undersigned, Mr. Scott Jones, Mrs. Mary Frances Murphy and Mr. John Henry Lewis, are all adult resident citizens of the State of Mississippi whose street and post office addresses are as follows:

Mr. Scott Jones  
714 East 7th Street  
Hattiesburg, Mississippi 39401

Mrs. Mary Frances Murphy  
808 East 8th Street  
Hattiesburg, Mississippi 39401

Mr. John Henry Lewis  
301 Magnolia Street  
Hattiesburg, Mississippi 39401

ARTICLE THREE

NEW EBENEZER DAY CARE CENTER, INCORPORATED shall be a civic improvement society, the business and purpose of which shall be to engage in any and all type of activities not prohibited by law which shall promote and foster better citizenship among persons in the City of Hattiesburg and surrounding communities; to promote and foster educational, recreational, physical, and social activities for persons in the aforementioned community that they may acquire knowledge and understanding of other cultures and languages; to promote and foster mutual understanding and good will among persons of all ancestries; to acquire, maintain and conduct buildings and property for a group day care center; to engage in such activities as shall raise the standards of civil morality and community welfare through educational, recreational, and social facilities; and to disseminate such knowledge as shall be useful for the members of the community in their work and home life and as shall make them more proficient in their activities as citizens and residents of the State of Mississippi.

All of the assets of the corporation shall be dedicated to its stated purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 3 hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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



ARTICLE FOUR

NEW EBENEZER DAY CARE CENTER, INCORPORATED shall have the right and power to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either above or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or powers.

ARTICLE FIVE

The corporation shall be non-profit and nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names, street and post office addresses of the persons who are to serve as initial directors are as follows:

Mr. Scott Jones  
714 East 7th Street  
Hattiesburg, Mississippi 39401

Mrs. Mary Frances Murphy  
808 East 8th Street  
Hattiesburg, Mississippi 39401

Mr. John Henry Lewis  
301 Magnolia Street  
Hattiesburg, Mississippi 39401

ARTICLE SEVEN

The general officers of the corporation shall be president, vice-president, secretary and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his or her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his or her office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

Whenever the board of directors may so order, any two (2) officers, the duties of which do not conflict, may be held by one (1) person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the by-laws.

#### ARTICLE EIGHT

The officers and all succeeding directors shall be elected by the members of the corporation in accordance with applicable provisions of the by-laws.

#### ARTICLE NINE

The method and condition on which members shall be accepted and discharged or expelled shall be provided in the by-laws of this corporation.

#### ARTICLE TEN

The corporation shall not be required to make publications of its charter.

Each member shall have the right to one (1) vote in the election of all officers. Loss of membership, by death or otherwise, terminates all interests of such members in the corporate assets. The only remedy for nonpayment of dues in expulsion. 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 ELEVEN

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE TWELVE

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

Mr. Scott Jones  
714 East 7th Street  
Hattiesburg, Mississippi 39401

Mrs. Mary Frances Murphy  
808 East 8th Street  
Hattiesburg, Mississippi 39401

Mr. John Henry Lewis  
301 Magnolia Street  
Hattiesburg, Mississippi 39401

IN WITNESS WHEREOF, we have set hereunto our hands  
this the 17<sup>th</sup> day of May, A. D., 1978.

  
\_\_\_\_\_

SCOTT JONES

  
\_\_\_\_\_

(MRS.) MARY FRANCES MURPHY

  
\_\_\_\_\_

JOHN HENRY LEWIS

STATE OF MISSISSIPPI

COUNTY OF FORREST

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid the within named MR. SCOTT JONES, MRS. MARY FRANCES MURPHY and MR. JOHN HENRY LEWIS, who, after first being duly sworn on oath, deposes and states that they are the directors and organizers of the above and foregoing NEW EBENEZER DAY CARE CENTER, INCORPORATED, a nonprofit corporation, and that all the matters, facts and things contained therein are true and correct as stated.

*Scott Jones*  
SCOTT JONES

*Mary Frances Murphy*  
(MRS.) MARY FRANCES MURPHY

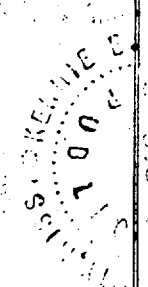
*John H. Lewis*  
JOHN HENRY LEWIS

SWORN TO AND SUBSCRIBED BEFORE ME, on this 17th day of May, A. D., 1978.

*Kennie Middleton*  
NOTARY PUBLIC

COMMISSION EXPIRATION:

My Commission Expires Oct. 14, 1978



Received at the office of the Secretary of State, this the 19 day of May

A. D. 1978, 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..

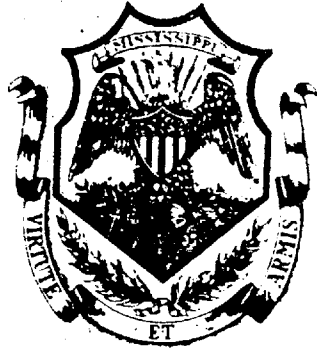
May 23, 1978

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.

G. F. Seaman  
ATTORNEY GENERAL.

By Richard M. Allen  
Special Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

LAKESIDE RECREATION PARK, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this THE 30TH DAY OF MAY A. D., 1978.

*Calvin T. Tucker*

Governor

By the Governor

*Heber Ladner*  
Secretary of State



CERTIFIED COPY OF MINUTES OF  
LAKESIDE RECREATION PARK, INC.

This is to certify that the following is a true and correct copy of the portion of minutes of a duly called meeting of the members of Lakeside Recreation Park held at the office of the association on the 15th day of May, 1978:

"On motion duly made, the following resolution was unanimously resolved: That Walter Little, Larry Anthony, and Roger Goodson be and are hereby authorized to apply for a charter of incorporation for said association in the name of LAKESIDE RECREATION PARK, INC., to execute for and on behalf of said association any and all instruments necessary to accomplish the above."

CERTIFIED, this the 19<sup>th</sup> day of May, 1978.

  
Secretary



ARTICLES OF INCORPORATION  
OF  
LAKESIDE RECREATION PARK, INC.

1. The corporate title of said corporation is:

LAKESIDE RECREATION PARK, INC.

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

WALTER LITTLE  
Route 4, Box 153A  
Grenada, Mississippi 38901

LARRY ANTHONY  
Hebron Road  
Grenada, Mississippi 38901

ROGER GOODSON  
Easley Drive  
Grenada, Mississippi 38901

3. The street and post office address of the/<sup>domicile and</sup>initial registered office/in the State of Mississippi is:

24 Owen Drive  
Grenada, Mississippi 38901

The registered agent for the corporation at said address is:

Roger Goodson, 24 Owen Drive, Grenada, MS 38901

4. No shares of stock will be issued. The corporation shall be a non-profit corporation, and no dividends are to be divided between the members and certificates of membership shall be the only evidence of participation therein. This is a fraternal corporation as authorized by Section 79-11-1, Code of 1972.
5. The period of existence shall be perpetual.
6. The purpose for which the corporation is created is:
- (a) A recreation facility for the benefit of its members and the public;
  - (b) To issue no shares of stock and to divide no dividends or profits among its members but to issue such members certificates which are to have no par value;
  - (c) To be a non-profit sharing organization;
  - (d) To be neither organized nor created for profit and be not required to make publication of its charter.
  - (e) To make expulsion the only remedy for non payment of dues.

- (f) To provide that each member shall have vested in him the right to vote in the election of officers and loss of membership by death or otherwise will be the termination of all the interest of such member in the corporate assets. There shall be no <sup>individual</sup> liability against any member for corporate debts but the entire corporate property shall be liable for the claims of creditors;
- (g) To promote and to promulgate and establish a baseball and/or softball field for recreation and to promote and encourage the participation in said sports for the benefit of its members and the public.
- (h) To enter into, purchase or otherwise acquire, lease or carry out any contract for any of the foregoing purposes that shall be necessary and lawful under the laws pursuant to which this organization is organized.
- (i) To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse and execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments, and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by conveyance or assignment in trust of the whole or any part of the property of the corporation.
- (j) To acquire, own, purchase, exchange, rent, lease, mortgage, sell, or otherwise dispose of real estate of every kind and character, improved and unimproved, and any right of interest therein.

IN TESTIMONY WHEREOF, witness the signatures of the incorporators on this, the 19 day of May, 1978.

Walter Little  
WALTER LITTLE

Larry Anthony  
LARRY ANTHONY

Roger Goodson  
ROGER GOODSON

STATE OF MISSISSIPPI )  
: )  
COUNTY OF GRENADA )

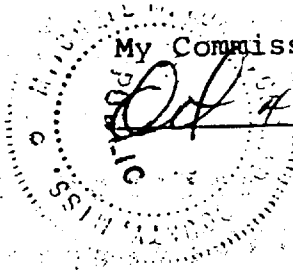
This day personally appeared before me, the undersigned authority in and for the County and State aforesaid, WALTER LITTLE, LARRY ANTHONY, and ROGER GOODSON, incorporators of that corporation known as Lakeside Recreation Park, Inc., who severally acknowledged that they signed and executed and delivered the above

and foregoing Articles of Incorporation on the 19 day of May, 1978, as their voluntary act and deed for the purposes therein set forth.

Given under my hand and official seal, this, the 19 day of May, 1978.

*Mitchell M. Rundy*  
Notary Public

My Commission Expires:  
Oct 7, 1978



Received at the office of the Secretary of State, this the 22<sup>nd</sup> day of May

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Padner  
SECRETARY OF STATE.

Jackson, Miss..

May 25, 1978

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

A. F. Summers  
ATTORNEY GENERAL

By Richard M. Allen  
Special Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CAPITOL CITY LEASED HOUSING 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 the 30th day of May A. D., 1978.



*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State

CAPITOL CITY  
RESOLUTION OF \_\_\_\_\_ LEASED HOUSING ASSOCIATION,  
AN UNINCORPORATED ASSOCIATION, 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 Capitol City Leased Housing Association,  
an unincorporated association of individuals, that it is to the best interests  
of this association that it be forthwith incorporated as a non-profit corporation  
under the laws of the State of Mississippi applicable thereto and that \_\_\_\_\_  
Robert Herring, Glen Fulton and David T. Wilson, Jr.

all adult resident citizens of the State of Mississippi are elected, appointed,  
and designated and authorized to act as incorporators in applying for a charter  
of this association to be named Capitol City Leased Housing Corporation; 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, David T. Wilson, 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 a Resolution duly and properly adopted at a meeting thereof held  
on the 15th day of May, 19 78, at Louisville  
Mississippi, at which a majority of the members were present,  
and said meeting was duly and properly called and held.

WITNESS my signature, this the 15th day of May,

19 78

David T. Wilson, Jr.  
Secretary

CHARTER OF INCORPORATION  
OF  
CAPITOL CITY LEASED HOUSING CORPORATION

1. The corporate title of said corporation shall be: Capitol City  
LEASED HOUSING CORPORATION.

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

Robert Herring  
P.O. Box 328  
Louisville, Miss. 39339

Glen Fulton  
301 No. Church St.  
Louisville, Miss. 39339

David T. Wilson, Jr.  
200 No. Hudson St.  
Louisville, Miss. 39339

3. The domicile of the corporation shall be \_\_\_\_\_  
200 No. Hudson St. - Louisville, Miss.

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.

4. This is a non-profit corporation and no shares of stock shall  
be issued. This is a uniform lowcost multi-family housing corporation.

This corporation is created, and shall act and operate as a low-  
cost housing development corporation, to own, acquire and develop real estate and  
to construct and maintain a sewer and water system therefor.

5. The period of the existence shall be perpetual.

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

The Corporation does not contemplate pecuniary gain or  
profit, incidental or otherwise, to its members. The  
purposes for which the Corporation is formed, not  
being contrary to law, but purely charitable with the  
ultimate aim of promoting the well-being of man,  
including a statement of the rights and powers that  
are to be exercised by said corporation which rights  
and powers shall be limited to those reasonably  
necessary to accomplish the stated purposes of the  
corporation being incorporated are as follows:

To promote and advance low rent housing in the County of Hinds in cooperation with the Housing Authority of the City of Jackson, Mississippi (hereinafter referred to as the "Authority") by, among other things rendering financial assistance to the Authority by financing and constructing in the County of Hinds one or more units, projects or future projects usable for public housing purposes by the Authority or other purposes not inconsistent therewith.

To acquire by lease, purchase, lease-back or otherwise, real estate or any interest therein located in the County of Hinds; to construct or otherwise acquire and equip buildings and structures which may be utilized by the Authority for low rent housing and by sale, lease, sub-lease or otherwise, to make all of such properties available to or for the benefit of the Authority or its successor.

To promote the common good and general welfare of the County of Hinds, its inhabitants, surrounding territories and its inhabitants, benefiting society by reducing the causes of crime, poor health, blighted conditions and community improvement by providing the aforesaid facilities.

To purchase or in any wise acquire for investment or for sale or otherwise, lands contracts for the purchase or sale of lands, buildings, improvements, and any other property of any kind or tenure, or any interest therein, and any property, works or undertakings connected with the use or development of any property of the company within the State of Mississippi, and within any other state or territory of the United States; and as consideration for same, to pay cash, or to issue debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

To apply for, procure, and to take out patents of the United States of America upon any lands in which the corporation may have an interest.

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



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

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

To have and exercise all powers, privileges and rights conferred on this corporation by the Laws of the State of Mississippi, and all powers and rights reasonably necessary or proper to carry out the purposes for which this corporation is formed, except such as are inconsistent with the express provision of the Act under which this corporation is incorporated and the Laws of the State of Mississippi.

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.

7. The names and addresses of the members of the initial Board of Directors who shall hold office until the first annual meeting of the members, and until their successors shall have been elected and qualified, as provided in the By-Laws, are:

Robert Herring, President  
P.O. Box 328  
Louisville, Miss. 39339

Glen Fulton, Vice President  
301 No. Church St.  
Louisville, Miss. 39339

David T. Wilson, Jr., Secretary  
200 No. Hudson St.  
Louisville, Miss. 39339

The initial Board of Directors shall have the direction of the affairs of the corporation and shall meet within thirty days after issuance of the Certificate of Incorporation by the Secretary of State for the purpose of adopting By-Laws and taking such other actions as necessary to perfect the organization of the corporation, and to make a report thereof. Thereafter, By-Laws may be amended and officers elected as provided in such By-Laws.

8. The corporation shall be limited to carrying out the low-income housing Project # MS26-0022-015 at Jackson Mississippi, including the financing which has been approved by the Housing Authority of City of Jackson, organized and operating pursuant to MISS CODE S 43-33-1 et seq., and by the United States Department of Housing and Urban Development.

9. Any net earnings of the corporation (beyond those necessary for retirement of corporate indebtedness to Unifirst Federal Savings & Loan Assn. may not enure to the benefit of any person or entity other than to the Housing Authority of City of Jackson.

10. The name of the initial registered agent of said corporation who shall act until a successor shall be elected and qualified is Robert Herring P.O. Box 328 - Louisville, Miss.

11. 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.

12. Upon dissolution of the corporation, its title to or interest in any real or personal property shall vest in the Housing Authority of the City of Jackson, Mississippi.

13. Any amendment hereto shall not become effective unless approved by the Housing Authority of the City of Jackson, Mississippi, and the United States Department of Housing and Urban Development.

WITNESS our signatures on this the 15th day of May,

19 78.

Robert M. Herring III  
[Signature]  
[Signature]

INCORPORATORS



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

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Palmer  
SECRETARY OF STATE.

Jackson, Miss.,

25 May 78

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.

At. Sumner  
ATTORNEY GENERAL.

By John M. Weston  
Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

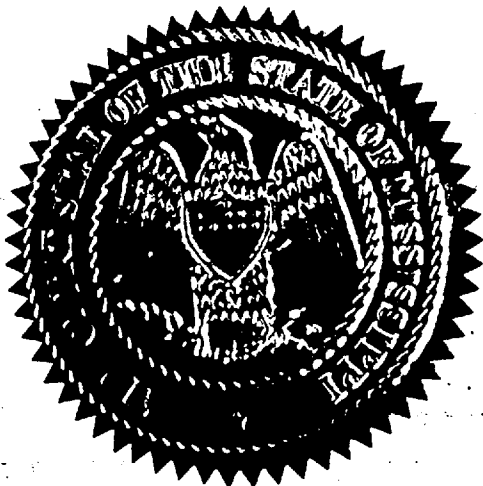
JACKSON

The within and foregoing Charter of Incorporation of

ABERDEEN ARTISTS GUILD, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 30th day of May A. D., 1978.



*Calvin Finch*  
Governor

By the Governor

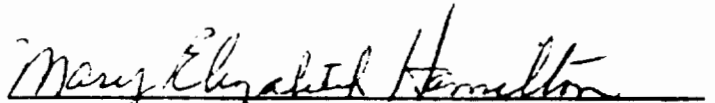
*Heber Ladner*  
Secretary of State

RESOLUTION OF THE ABERDEEN ARTISTS  
GUILD TO APPOINT INCORPORATORS

At a regular business meeting of the Aberdeen Artists Guild of Aberdeen, Monroe County, Mississippi, held on 13 February, 1978, pursuant to notice to all of its members, the following Resolution was adopted:

RESOLVED, that Ellen Bailey Menetre, Clyde T. Wilson, and Mary Elizabeth Hamilton, all being resident adult citizens of the State of Mississippi, be hereby appointed by the Aberdeen Artists Guild to make application to the Secretary of State of Mississippi under the provisions of Mississippi Code Annotated Section 79-11-1, as amended, for a Charter of Incorporation of the Aberdeen Artists Guild, to be known as the Aberdeen Artists Guild, Inc.

I certify that the above and foregoing is a true and correct copy of the Resolution voted upon and passed by the members of the Aberdeen Artists Guild in regular business meeting assembled on 13 February, 1978, in the City of Aberdeen, Monroe County, Mississippi.

  
Mary Elizabeth Hamilton, Secretary

(SEAL)

THE ARTICLES OF INCORPORATION  
OF THE ABERDEEN ARTISTS GUILD

We the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation under the provisions of Title 79, Chapter 11, Mississippi Code of 1972, as amended, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The Corporate Title of said company is the Aberdeen Artists Guild, Inc.

ARTICLE II

The names of the incorporators are: Ellen Bailey Menetre, whose post office and street address is 4 Woodcrest Drive, Aberdeen, Mississippi, 39730, Clyde T. Wilson whose post office and street address is 135 N. Meridian Street, Aberdeen, Mississippi and Mary Elizabeth Hamilton whose post office and street address is 410 South Meridian Street, Aberdeen, Mississippi, all adult resident citizens of Mississippi.

ARTICLE III

The domicile of this corporation is Aberdeen, Monroe County, Mississippi; the street address is Commerce Street, Aberdeen, Mississippi; and the post office address is Box 233, Aberdeen, Mississippi.

ARTICLE IV

The corporation is nonprofit and no shares of stock are to be issued. The corporation is a civic improvement society, and is incorporated under the provisions of Title 79, Chapter 11, of the Mississippi Code of 1972, as amended.

ARTICLE V

The period of existence shall be perpetual.

ARTICLE VI

The purposes for which the corporation is created in the rights that are to be exercised by said corporation are:

1. To acquire, hold, own, possess, control and manage, transfer, convey by gift or for a valuable consideration, real or personal property having an artistic or historic value, as determined by the members of the corporation, to include houses, churches, commercial buildings, government buildings, and other historic or artistic edifices or sites, books, photographs, manuscripts, paintings, portraits, aboriginal relics, and other material objects illustrative of life, conditions, events and activities of the past and the present;

2. To conduct public pageants, festivals, lectures, addresses, concerts, shows, readings, and any and all other activities deemed by the members of the Aberdeen Artists Guild, Inc., to encourage and promote the fine arts, including, but not limited to, drama, music, festivals, sculpture, literature, poetry, and appreciation, preservation, and/or renovation of historic properties, whether real or personal;

3. To collect, receive, and expend funds necessary for the encouragement of the fine arts, as enumerated above, and the appreciation, preservation, and/or renovation of historic properties, as enumerated above;

4. To apply for and receive, grants, bequests, gifts, or loans, whether public or private, and to comply with the necessary regulations appertaining thereto by the granting or loaning agency, to accomplish the purposes of the corporation as stated above;

5. To conduct all other activities and events which are reasonably necessary to accomplish the stated purpose of the association being incorporated;

All in accordance with the rules, regulation, orders, constitution, bylaws and directions heretofore and hereinafter adopted and promulgated by the membership and/or board of directors of said corporation for the government, control, use and disposition of its property;

And also subject to the limitations and restrictions hereinafter set out, and as provided by the laws of the State of Mississippi.



ARTICLE VII

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

ARTICLE VIII

Title to all of the real property of the Aberdeen Artists Guild, Inc., shall be held in trust by a board of not less than three (3) and not more than six (6) trustees, who shall be members in good standing of the Aberdeen Artists Guild, Inc., who shall be elected and hold office under the provisions of the constitution and bylaws of the Aberdeen Artists Guild, Inc. The sole control of this corporation will be vested in the membership of said Aberdeen Artists Guild, Inc., which shall be composed of all members in good standing of the Aberdeen Artists Guild, Inc.

ARTICLE IX

The corporation shall have one or more classes of membership. The designation of such classes, and the qualifications, rights, privileges, and method of acceptance of the members of each class shall be specified in the constitution and bylaws.

ARTICLE X

The rights and powers that may be exercised by this corporation are those conferred by the provisions of Title 79, Chapter 11, of the Mississippi Code of 1942, as amended.

Ellen Bailey Ometre

Clyde Wilson

Msy Elizabeth Hamilton

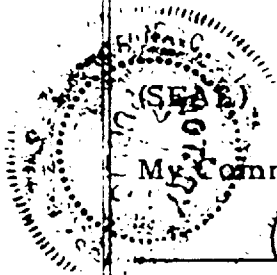
Incorporators

STATE OF MISSISSIPPI

COUNTY OF MONROE

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Ellen Bailey Menetre, Clyde T. Wilson, and Mary Elizabeth Hamilton, Incorporators of the Corporation known as the Aberdeen Artists Guild, Inc., who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on the 15<sup>th</sup> day of May, 1978.

Werna C. King  
Notary Public



My Commission Expires:

Aug 28, 1979

Received at the office of the Secretary of State, this the 19 day of May  
A. D., 1978, together with the sum of \$ 20<sup>00</sup> deposited to cover the recording fee, and  
referred to the Attorney General for his opinion.

Heber L. Tucker  
SECRETARY OF STATE.

Jackson, Miss..

23 May 78

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.

A. H. Summers  
ATTORNEY GENERAL.

By John M. Weston  
Assistant Attorney General.

# State of Mississippi

EXECUTIVE



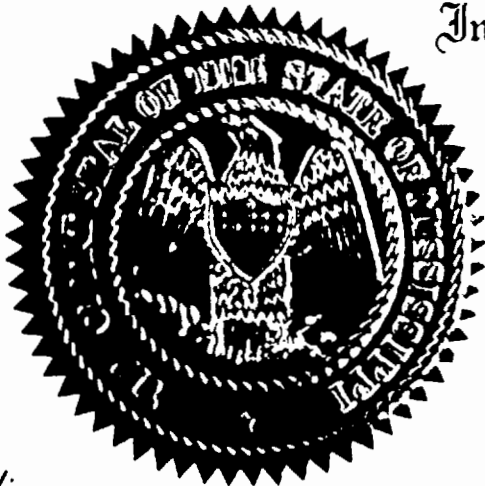
OFFICE

Jackson

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

MISSISSIPPI LUMBER MANUFACTURERS ASSOCIATION

*is hereby approved.*



*In Testimony Whereof, I have hereunto set  
my hand and caused the Great Seal  
of the State of Mississippi to be  
affixed, this the 30th day of May A.D., 1978.*

*Calvin Finch*

Governor

Attest:

*Heber Ladner*  
Secretary of State

CERTIFIED RESOLUTION OF THE MEMBERSHIP  
OF

MISSISSIPPI LUMBER MANUFACTURERS ASSOCIATION

I, C. F. PETERSON, do hereby certify that I am the duly elected and qualified Executive Vice-President and Secretary and the keeper of the records of Mississippi Lumber Manufacturers Association, a nonprofit, nonshare corporation organized and existing under the laws of Mississippi and that the following is a true and correct copy of that certain resolution duly adopted at a meeting of the general membership thereof, convened and held in accordance with the law and bylaws of the corporation on the 24th day of January, 1978, in Jackson, Mississippi:

RESOLVED, that the Charter of the corporation of Mississippi Lumber Manufacturers Association be and it is hereby amended to delete the references to the word "Pine" in the purposes clause of said Charter by striking therefrom Article 7 and adding thereto the following new Article 7:


7. The purpose for which it is created:

To form and maintain an organization to be composed of manufacturers of lumber and other forest products in Mississippi, and of others who will be associate members, all of whom shall be elected to membership in accordance with the provisions of the By-laws of the corporation, and to support right principles and oppose bad practices in the lumber and other forest products businesses; to inculcate and foster sound legitimate practices in the lumber and other forest products businesses, and high ideals of business dealings among its members; to provide adequate facilities for the orderly and harmonious exchange of constructive ideas among its members; to foster civic improvements in the State of Mississippi; and to educate its membership and those in related industries and endeavors and the public in matters pertaining to the lumber and other forest products industries in Mississippi; and to do all things incidental to the powers enumerated herein.

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

BE IT FURTHER RESOLVED, that the Board of Directors, by and through the Secretary of the Corporation, is hereby directed to make the change in the charter of the association as stated above.

IN WITNESS WHEREOF, I have hereunto affixed my name as Executive Vice-President and Secretary this the 10<sup>th</sup> day of May, 1978.

  
\_\_\_\_\_  
C. F. PETERSON  
EXECUTIVE VICE-PRESIDENT  
AND SECRETARY

ARTICLES OF AMENDMENT  
TO THE  
CHARTER OF INCORPORATION  
OF

MISSISSIPPI LUMBER MANUFACTURERS ASSOCIATION

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

FIRST: The name of this corporation is Mississippi Lumber Manufacturers Association.

SECOND: The following amendment of the Charter of the Incorporation was adopted by the membership of the corporation on January 24, 1978, in the manner prescribed by law:

Amend by striking out paragraph 7 of the Charter of Incorporation and inserting in lieu thereof the following:

7. The purpose for which it is created:

To form and maintain an organization to be composed of manufacturers of lumber and other forest products in Mississippi, and of others who will be associate members, all of whom shall be elected to membership in accordance with the provisions of the By-laws of the corporation, and to support right principles and oppose bad practices in the lumber and other forest products businesses; to inculcate and foster sound legitimate practices in the lumber and other forest products businesses, and high ideals of business dealings among its members; to provide adequate facilities for the orderly and harmonious exchange of constructive ideas among its members; to foster civic improvements in the State of Mississippi; and to educate its membership and those in related industries and endeavors and the public in matters pertaining to the lumber and other forest products industries in Mississippi; and to do all things incidental to the powers enumerated herein.

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

DATED May 10th, 1978

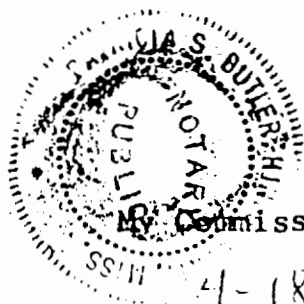
MISSISSIPPI LUMBER MANUFACTURERS ASSOCIATION

BY: C. F. Peterson  
C. F. PETERSON  
EXECUTIVE VICE-PRESIDENT  
AND SECRETARY

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Patricia S. Butler, a notary public, do hereby certify that on this 10<sup>th</sup> day of May, 1978, personally appeared before me C. F. Peterson, who, being by me first duly sworn declared that he is the Executive Vice-President and Secretary of Mississippi Lumber Manufacturers Association, that he executed the foregoing document as said officer of the corporation, and that the statements therein contained are true.



Patricia S. Butler  
NOTARY PUBLIC

Commission Expires:  
4-18-80



Received at the office of the Secretary of State, this the 24 day of May

A. D. 19 78, together with the sum of \$ 10<sup>00</sup> deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ladner  
SECRETARY OF STATE.

Jackson, Miss.,

26 May 78

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

Asa Sumner  
ATTORNEY GENERAL  
By John P. Hester  
Assistant Attorney General.

# State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

CHURCH SERVICES, INC.

*is hereby approved.*



*In Testimony Whereof, I have hereunto set  
my hand and caused the Great Seal  
of the State of Mississippi to be  
affixed, this the 30th day of May A. D., 1978.*

*Attest:*

*Heber Ladner*  
Secretary of State.

*Calvin Finch*  
Governor.

CERTIFIED COPY OF RESOLUTION  
ADOPTED BY  
CHURCH SERVICES, INC.  
AT A MEETING OF THE MEMBERS HELD ON  
APRIL 21, 1978  
AUTHORIZING AND DIRECTING THE AMENDMENT OF  
THE CHARTER OF INCORPORATION OF  
CHURCH SERVICES, INC.

WHEREAS, Church Services, Inc. is a  
voluntary, non-profit incorporation chartered by the State of  
Mississippi, and

WHEREAS, after thorough discussion in a duly held  
meeting this corporation desires to amend its charter to provide  
that upon dissolution of the corporation its assets shall be  
transferred to one or more tax exempt organizations or purposes.

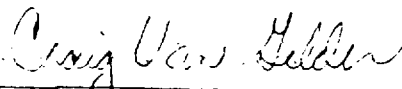
THEREFORE, BE IT RESOLVED by Church Services, Inc.  
that its charter is amended as follows:

To provide that upon dissolution of the corporation  
its assets shall be transferred to one or more tax exempt or-  
ganizations or purposes.

CERTIFICATE

I, Craig Van Gelder, President of Church Services,  
Inc., do hereby certify that the above and foregoing resolution  
is a true and correct copy of a certain resolution adopted  
by Church Services, Inc. in a meeting assembled on the 21  
day of April, 1978, in Jackson, Mississippi.

WITNESS MY SIGNATURE, this 21 day of April, 1978.

  
\_\_\_\_\_  
PRESIDENT

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
CHURCH SERVICES, INC.

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

FIRST: The Corporation is amended to provide that  
upon dissolution of the corporation its assets shall be trans-  
ferred to one or more tax exempt organizations or purposes.

SECOND: The following amendment of the Articles of  
Incorporation was adopted by the members of the corporation on  
April 27, 1978, at a regular meeting of the members of the  
corporation at Jackson, Mississippi:

DATED: This the 27 day of April, 1978.

SIGNED: CHURCH SERVICES, INC.  
(Name of Corporation)

BY: Craig Van Gelder  
PRESIDENT

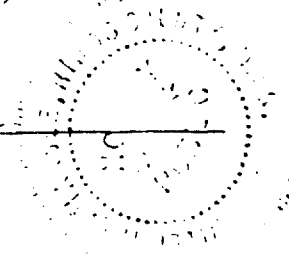
ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned  
authority in and for the jurisdiction aforesaid, Craig Van Gelder,  
President of Church Services, Inc., who acknowledges that he  
signed and executed the above and foregoing Articles of Amendment  
to the Articles of Incorporation of Church Services, Inc., on  
this the 27th day of April, 1978.

William O. Hinkle  
NOTARY PUBLIC



Received at the office of the Secretary of State, this the 27<sup>th</sup> day of May

A. D., 1978, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
SECRETARY OF STATE.

Jackson, Miss.,

26 May 78

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

A. H. Sumner  
ATTORNEY GENERAL.  
By John M. Webster  
Assistant Attorney General.

BOOK 245 PAGE 78

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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 Merger of:

MID-SOUTH LIFE INSURANCE COMPANY  
(An Arizona Corporation)

INTO

MSL LIFE INSURANCE COMPANY  
(A Mississippi Corporation)

WITH NAME CHANGED TO

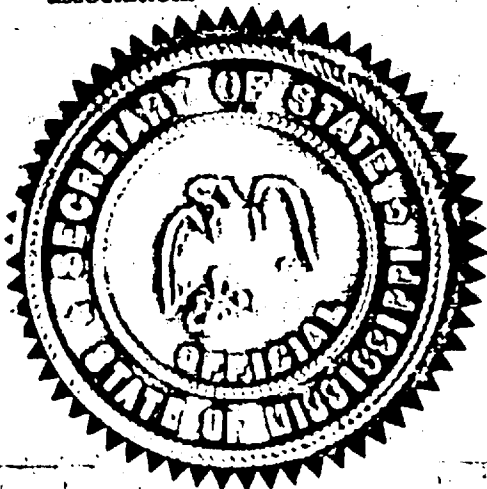
MID-SOUTH LIFE INSURANCE COMPANY

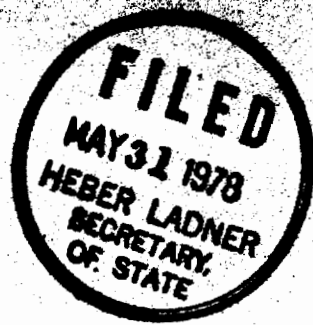
hereto attached, together with a duplicate thereof, were pursuant to the provisions  
of Chapter 5, Title 19, Code of Mississippi of 1942, and amendments thereto, filed  
in my office this the 31st day of May, 1978, and  
one copy thereof recorded in this office in Record of Incorporations Photostat Book  
No. 245, at pages 79 - 112, and the other copy thereof returned to said  
association.

Given under my hand and Seal of office  
hereunto affixed this 31st day of

May, 1978

*Heber Ladner*  
Secretary of State.





ARTICLES OF MERGER  
OF  
MID-SOUTH LIFE INSURANCE COMPANY  
AND  
MSL LIFE INSURANCE COMPANY

APPROVED  
*Heber Ladner*  
Commissioner of Insurance  
5-29-78

The undersigned corporations, pursuant to Sections 74 and 77 of The Mississippi Corporation Act as amended, and Sections 2 and 3, Chapter 419, Mississippi General Laws of 1972, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Mid-South Life Insurance Company	Arizona
MSL Life Insurance Company	Mississippi

ARTICLE TWO

The laws of the State under which such foreign corporation is organized permit such merger.

ARTICLE THREE

The name of surviving corporation shall be Mid-South Life Insurance Company and it shall be governed by the laws of the State of Mississippi.

ARTICLE FOUR

The plan of merger is as follows:



PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER by and between Mid-South Life Insurance Company, an Arizona corporation and MSL Life Insurance Company, a Mississippi corporation.

WHEREAS, Mid-South Life Insurance Company ("Mid-South"), a corporation duly organized and validly existing pursuant to the laws of the State of Arizona, has an authorized capital stock of \$2,000,000.00, divided into one hundred and one classes as follows:

A. One million shares of the par value of \$1.00 per share designated as Voting Common Stock; and

B. One million shares of the par value of \$1.00 per share, designated as Participating Common Stock, divided into one hundred classes designated by number beginning with one and ending with one hundred, respectively, with the authorized amount of each such class being ten thousand shares; and

WHEREAS, twenty-eight thousand shares of Voting Common Stock of Mid-South are presently outstanding, and shares of thirty-six classes of Participating Common Stock of Mid-South (Classes one through thirty-seven excluding Class five) are outstanding as follows: Class One, 8,454; Class Two, 10,000; Class Three, 6,076; Class Four, 10,000; Class Six, 8,509; Class Seven, 10,000; Class Eight, 1,500; Class Nine, 2,566; Class Ten, 9,000; Class Eleven, 6,114; Class

Twelve, 7,585; Class Thirteen, 4,504; Class Fourteen, 3,421; Class Fifteen, 6,577; Class Sixteen, 2,257; Class Seventeen, 10,000; Class Eighteen, 10,000; Class Nineteen, 1,500; Class Twenty, 6,200; Class Twenty-one, 7,328; Class Twenty-two, 1,941; Class Twenty-three, 4,139; Class Twenty-four, 2,264; Class Twenty-five, 4,717; Class Twenty-six, 1,500; Class Twenty-seven, 2,191; Class Twenty-eight, 1,500; Class Twenty-nine, 1,500; Class Thirty, 1,500; Class Thirty-one, 1,500; Class Thirty-two, 1,500; Class Thirty-three, 1,500; Class Thirty-four, 1,500; Class Thirty-five, 1,500; Class Thirty-six, 1,500; Class Thirty-seven, 1,500; and an additional one thousand shares of Voting Common Stock of Mid-South and fifteen hundred shares of Class Thirty-eight Participating Common Stock of Mid-South will be issued prior to the effective date of the merger; and

WHEREAS, MSL Life Insurance Company ("MSL"), a corporation duly organized and validly existing pursuant to the laws of the State of Mississippi, has an authorized capital stock of \$51,501,000.00 divided into one hundred and two classes of shares as follows:

A. One million shares of the par value of \$1.50 per share, designated as Voting Common Stock; and

B. Fifty million shares of the par value of \$1.00 per share designated as Participating Common Stock, divided into one hundred classes designated by number beginning with one

and ending with one hundred, respectively, with the authorized amount of each such class being five hundred thousand shares; and

C. One thousand shares of the par value of \$1.00 per share, designated as Original Common Stock; and

WHEREAS, One thousand shares of Original Common Stock of MSL are presently outstanding; and,

WHEREAS, the Board of directors of Mid-South and MSL respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Mid-South merge into MSL;

Now, therefore, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows, and mutually adopt this Plan and Agreement of Merger.

I. Names of corporations: The names of the corporations proposing to merge are: "Mid-South Life Insurance Company" and "MSL Life Insurance Company". The name of the corporation into which they propose to merge is presently "MSL Insurance Company", but will be changed to "Mid-South Life Insurance Company" as provided in Section V hereof.

II. Terms and conditions of merger: The terms and conditions of the proposed merger are as follows:

(a) Merger. At the close of business on May 15, 1978, or as soon thereafter as all of the following events shall have happened, viz.:

(i) This Plan and Agreement of Merger shall have been submitted to the Commissioner of Insurance for the State of Mississippi, and his approval thereof obtained, as provided in Sections 83-17-99 to 83-17-123, Mississippi Code of 1972, and this Plan and Agreement of Merger shall have been submitted to the Director of Insurance of the State of Arizona and his approval thereof obtained, as provided in Section 20-731, Arizona Revised Statutes;

(ii) This Plan and Agreement of Merger shall have been adopted and approved by the votes of the holders of all classes of outstanding Common Stock of Mid-South, voting as classes, and the holders of all classes of outstanding Common Stock of MSL, voting as classes, at meetings of the shareholders of Mid-South and MSL, in accordance with the requirements of the laws of Arizona and Mississippi, respectively, and that fact shall have been certified hereon by the respective Secretaries of each of such Corporations under their respective corporate seals; and

(iii) This Plan and Agreement of Merger, so adopted and certified, shall have been filed as required by Section 83-19-115, Mississippi Code of 1972 and Section 10-074, Arizona Revised Statutes;

thereupon Mid South shall be deemed to have merged with and into MSL which shall survive the merger and which shall have the name provided in paragraph (b) hereof.

The single corporation which shall so survive the merger is hereinafter sometimes called the "Surviving Corporation"; Mid-South and MSL are hereinafter sometimes called the "Constituent Corporations"; and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation is hereinafter referred to as "the effective date of the merger".

(b) Name and purposes of Surviving Corporation. The name of the Surviving Corporation shall be Mid-South Life Insurance Company. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Association of MSL, amended as provided herein, on the effective date of the merger.

(c) Articles of Association of Surviving Corporation. On the effective date of the merger, the Articles of Association of MSL, as amended as provided herein, shall be the Articles of Association of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

(d) By-laws of Surviving Corporation. On the effective date of the merger, the By-laws of MSL shall be the By-laws

of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

(e) Directors and officers of Surviving Corporation.

The Board of Directors of the Surviving Corporation shall initially consist of 5 directors, each of whom shall hold office until the next meeting, either annual or special, of the shareholders of the Surviving Corporation at which directors are elected, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names, places of residence, and addresses of such directors are as follows:

<u>Name</u>	<u>City or Town of Residence and Home Post Office Address</u>
Paul G. Moak, Sr.	5365 River Thames Jackson, Mississippi
Harold W. Busching	Rollingmeadows Road Ridgeland, Mississippi
A.L. East, III	1423 Roxbury Place Jackson, Mississippi
T.G. Blackwell	423 Armour Drive Jackson, Mississippi
M.E. Trowbridge	1510 Brecon Drive Jackson, Mississippi

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until

his earlier death, resignation, or removal, and their respective offices, places of residence, and post office addresses, are as follows:

<u>Office</u>	<u>Name</u>	<u>City or Town of Residence and Home Post Office Address</u>
President	Paul G. Moak, Sr.	5365 River Thames Jackson, Mississippi
Executive Vice President	Harold W. Busching	Rollingmeadows Road Ridgeland, Mississippi
Vice President	W.E. Powell	4421 East Brookfield Drive Nashville, Tennessee
Treasurer	A.L. East, III	1423 Roxbury Road Jackson, Mississippi
Secretary	Harold W. Busching	Rollingmeadows Road Ridgeland, Mississippi

The Surviving Corporation may have such other officers as shall be provided for in its Bylaws.

If on the effective date of the merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided in the By-laws of the Surviving Corporation.

(f) Capital stock of Surviving Corporation. On the effective date of the merger, the total amount of authorized capital stock of the Surviving Corporation, the number of shares into which the capital stock is to be divided, and the par value of the shares shall be the same as shall be provided for in the Articles of Association of MSL and shall be divided into the same classes as shall be provided for in said Articles of Association, except as affected by Section IV hereof.

(g) Exchange of certificates. (i) On and after the effective date of the merger, each holder of a certificate or certificates theretofore representing outstanding Common Stock of Mid-South shall be entitled, upon the surrender of such certificate or certificates at the office or the agency of the Surviving Corporation designated for the purpose, to receive in exchange therefor a certificate or certificates representing the number of full shares of Common Stock of the appropriate class of the Surviving Corporation to which the shares of Common Stock of Mid-South shall have been converted as provided in Section III hereof. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of Common Stock of Mid-South shall be deemed for all purposes to evidence only the ownership of the full shares of Common Stock of the Surviving Corporation to which the same shall



have been converted in accordance with the provisions of Section III hereof.

(ii) If a certificate for any share or shares of stock of the Surviving Corporation is to be issued in a name other than that in which the certificate for shares surrendered for exchange shall be registered, it shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed for transfer.

(h) Effect of merger. On the effective date of the merger, Mid-South and MSL shall cease to exist separately and Mid-South shall be merged with and into MSL in accordance with the provisions of this plan. As provided herein, on the effective date of the merger the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers, and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, shall be vested in

the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

(i) Accounting treatment of merger. As of the effective date of the merger entries shall be made upon the books of the Surviving Corporation in accordance with the following:

(1) The assets and liabilities of Mid-South shall be recorded at the amounts at which they are carried on the books of Mid-South immediately prior to the effective date of the merger with appropriate adjustment to reflect the retirement, pursuant to Section IV hereof, of the 1,000 shares of Original Common Stock of MSL presently issued and outstanding.

(2) There shall be credited to the capital account of Voting Common Stock an amount equal to the amount carried on the books of Mid-South as the capital account for Voting Common Stock, immediately prior to the effective date of the merger. The amounts so credited shall be allocated to stated capital, capital surplus and earned surplus as follows:

(i) There shall be credited as stated capital an amount equal to the aggregate par value per share of all Voting Common Stock issued pursuant to this Plan and Agreement of Merger.

(ii) There shall be credited as capital surplus an amount equal to thirty (30%) per cent of the amount credited to stated capital under subsection (i) hereof.

(iii) There shall be credited as earned surplus an amount equal to the difference between the total capital account for Voting Common Stock carried on the books of Mid-South immediately prior to the effective date of the merger and the amounts credited to stated capital and capital surplus under subsections (i) and (ii) hereof.

(3) There shall be credited to the capital account of each class of Participating Common Stock an amount equal to the amount carried on the books of Mid-South immediately prior to the effective date of the merger as the capital account for the class of Participating Common Stock of Mid-South with the same numerical designation as the class of Participating Common Stock of the Surviving Corporation.

The amounts so credited shall be allocated to stated capital, capital surplus and earned surplus as follows:

(i) There shall be credited as stated capital an amount equal to the aggregate par value per share of all stock of that class issued pursuant to this Plan and Agreement of Merger.

(ii) There shall be credited as capital surplus an amount equal to 30% of the amount credited to stated capital for that class under subsection i hereof.

(iii) There shall be credited as earned surplus an amount equal to the difference between the total capital account for the class of Participating Common Stock of Mid South with the same numerical designation, carried on the books of Mid-South immediately prior to the effective date of the merger, and the amounts credited to stated capital and capital surplus under subsections i and ii hereof for such class of Participating Common Stock of the Surviving Corporation.

(4) All business attributable to a particular class of Participating Common Stock of Mid-South, immediately prior to the effective date of the merger, shall be attributable to the class of Participating Common Stock of the Surviving Company which bears the same numerical designation as the class of Participating Common Stock of Mid-South.

(5) All Participation Fees applicable to business attributable to a particular class of Participating Common Stock of Mid-South, immediately prior to the effective date of the merger, shall be applicable to the business attributable to the class of Participating Common Stock of the Surviving Company which bears the same numerical designation as the class of Participating Common Stock of Mid-South.

III. Conversion of Shares: The manners and basis of converting shares of Mid-South into shares of the Surviving Corporation shall be as follows:

(a) Each of the 29,000 shares of Voting Common Stock of Mid-South outstanding on the effective date of the merger shall become one share of Voting Common Stock of the Surviving Corporation.

(b) Each of the 8,454 shares of Class 1 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 3.6733 shares of Class 1 Participating Common Stock of the Surviving Corporation.

(c) Each of the 10,000 shares of Class 2 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 5.0334 shares of Class 2 Participating Common Stock of the Surviving Corporation.

(d) Each of the 6,076 shares of Class 3 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 6.0128 shares of Class 3 Participating Common Stock of the Surviving Corporation.

(e) Each of the 10,000 shares of Class 4 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 12.2530 shares of Class 4 Participating Common Stock of the Surviving Corporation.

(f) Each of the 8,509 shares of Class 6 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 3.6156 shares of Class 6 Participating Common Stock of the Surviving Corporation.

(g) Each of the 10,000 shares of Class 7 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 10.4698 shares of Class 7 Participating Common Stock of the Surviving Corporation.

(h) Each of the 1,500 shares of Class 8 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.0000 shares of Class 8 Participating Common Stock of the Surviving Corporation.

(i) Each of the 2,566 shares of Class 9 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.4805 shares of Class 9 Participating Common Stock of the Surviving Corporation.

(j) Each of the 9,000 shares of Class 10 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 11.4068 shares of Class 10 Participating Common Stock of the Surviving Corporation.

(k) Each of the 6,114 shares of Class 11 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 3.2334 shares of Class 11 Participating Common Stock of the Surviving Corporation.

(l) Each of the 7,585 shares of Class 12 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 6.5256 shares of Class 12 Participating Common Stock of the Surviving Corporation.

(m) Each of the 4,504 shares of Class 13 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 3.9949 shares of Class 13 Participating Common Stock of the Surviving Corporation.

(n) Each of the 3,421 shares of Class 14 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 5.3373 shares of Class 14 Participating Common Stock of the Surviving Corporation.

(o) Each of the 6,577 shares of Class 15 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.9784 shares of Class 15 Participating Common Stock of the Surviving Corporation.

(p) Each of the 2,257 shares of Class 16 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 11.3589 shares of Class 16 Participating Common Stock of the Surviving Corporation.

(q) Each of the 10,000 shares of Class 17 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 6.5903 shares of Class 17 Participating Common Stock of the Surviving Corporation.

(r) Each of the 10,000 shares of Class 18 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.9304 shares of Class 18 Participating Common Stock of the Surviving Corporation.

(s) Each of the 1,500 shares of Class 19 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.2640 shares of Class 19 Participating Common Stock of the Surviving Corporation.

(t) Each of the 6,200 shares of Class 20 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.2902 shares of Class 20 Participating Common Stock of the Surviving Corporation.

(u) Each of the 7,328 shares of Class 21 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.4589 shares of Class 21 Participating Common Stock of the Surviving Corporation.

(v) Each of the 1,941 shares of Class 22 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.8351 shares of Class 22 Participating Common Stock of the Surviving Corporation.



(w) Each of the 4,139 shares of Class 23 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 7.2957 shares of Class 23 Participating Common Stock of the Surviving Corporation.

(x) Each of the 2,264 shares of Class 24 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 6.7314 shares of Class 24 Participating Common Stock of the Surviving Corporation.

(y) Each of the 4,717 shares of Class 25 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.0545 shares of Class 25 Participating Common Stock of the Surviving Corporation.

(z) Each of the 1,500 shares of Class 26 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.0000 shares of Class 26 Participating Common Stock of the Surviving Corporation.

(aa) Each of the 2,191 shares of Class 27 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 2.7084 shares of Class 27 Participating Common Stock of the Surviving Corporation.

(bb) Each of the 1,500 shares of Class 28 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.7720 shares of Class 28 Participating Common Stock of the Surviving Corporation.

(cc) Each of the 1,500 shares of Class 29 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.9780 shares of Class 29 Participating Common Stock of the Surviving Corporation.

(dd) Each of the 1,500 shares of Class 30 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.0680 shares of Class 30 Participating Common Stock of the Surviving Corporation.

(ee) Each of the 1,500 shares of Class 31 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 4.8887 shares of Class 31 Participating Common Stock of the Surviving Corporation.

(ff) Each of the 1,500 shares of Class 32 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 3.5673 shares of Class 32 Participating Common Stock of the Surviving Corporation.

(gg) Each of the 1,500 shares of Class 33 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 9.7053 shares of Class 33 Participating Common Stock of the Surviving Corporation.

(hh) Each of the 1,500 shares of Class 34 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.0000 shares of Class 34 Participating Common Stock of the Surviving Corporation.

(ii) Each of the 1,500 shares of Class 35 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.0000 shares of Class 35 Participating Common Stock of the Surviving Corporation.

(jj) Each of the 1,500 shares of Class 36 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.0000 shares of Class 36 Participating Common Stock of the Surviving Corporation.

(kk) Each of the 1,500 shares of Class 37 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.0000 shares of Class 37 Participating Common Stock of the Surviving Corporation.

(ll) Each of the 1,500 shares of Class 38 Participating Common Stock of Mid-South outstanding on the effective date of the merger shall become 1.0000 shares of Class 38 Participating Common Stock of the Surviving Corporation.

IV. Cancellation of Original Stock: Forthwith upon the merger's becoming effective, the 1,000 shares of Original Common Stock of MSL which shall be outstanding immediately prior to the effective date of the merger shall be cancelled and retired, and no new shares of common stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

V. Amendments to Articles of Association: The Articles of Association of MSL shall be amended so that the first sentence of Article I shall read as follows:

"The name of the Corporation shall be Mid-South Life Insurance Company."

VI. Prohibited actions of Constituent Corporations. Between the date hereof and the effective date of the merger, neither Mid-South nor MSL will, except with the prior written consent of the other: (a) issue or sell any stock, bonds, or other corporate securities except the one thousand shares of Mid-South Voting Common Stock and the fifteen hundred shares of Mid-South Participating Common Stock specifically referred to in the recitals hereof; (b) incur any obligation or liability (absolute or contingent), except current liabilities incurred, and obligations under contracts entered into in the ordinary course of business; (c) discharge or satisfy any lien or encumbrance or pay any obligation or liability (absolute or contingent) other than current liabilities shown on their respective balance sheets, as of December 31, 1977, and February 7, 1978, respectively, and current liabilities incurred since those dates in the ordinary course of business; (d) make any dividend or other payment or distribution to its shareholders or purchase or redeem any shares of its capital stock; (e) mortgage, pledge, create a security interest in, or subject to lien or other encumbrance any of its assets, tangible or intangible; (f) sell or transfer any of its tangible assets or cancel any debts or claims except in each case in the ordinary course

of business; (g) sell, assign, or transfer any trademark, trade name, patent, or other intangible asset; (h) waive any right of any substantial value; or (i) enter into any transaction other than in the ordinary course of business.

VII. Expenses: All expenses incurred in connection with this merger, specifically including costs of publication, shall be paid by the Surviving Corporation.

VIII. Further instruments. From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, Mid-South will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this plan.

IX. Abandonment of merger. This Plan may be terminated and the merger provided for hereby abandoned: (1) by votes of the Boards of Directors of both the Constituent Corporations at any time prior to the effective date of the merger; (2) by vote of the Board of Directors of either of the Constituent Corporations at any time prior to the effective date of the merger if (a) a material breach shall exist with respect to the written representations and warranties made by the other

Constituent Corporation in connection with the merger, or (b) the other Constituent Corporation, without prior written consent of such Constituent Corporation, shall take any action prohibited by this plan, or (c) the other Constituent Corporation shall not have furnished such certificates and legal opinions in connection with the merger and matters incidental thereto as it shall have agreed to furnish, or (d) if, in the opinion of the Board of Directors of such Constituent Corporation, the merger is impracticable by reason of the number of shares of stock of Mid-South, the holders of which are in a position to perfect appraisal rights under any law or laws, or (e) if, in the opinion of the Board of Directors of such Constituent Corporation, any consent of any third party to the merger is reasonably necessary to prevent a default under any outstanding obligation of either Constituent Corporation, and such consent is not obtainable without penalty; or (3) by vote of the Board of Directors of either of the Constituent Corporations at any time on or after July 1, 1978, if the merger contemplated hereby shall not have been effected prior thereto. In the event of any such termination and abandonment, this plan shall be void and have no effect, and there shall be no liability on the part of either of the Constituent Corporations or any director, officer, or shareholder of either of such Constituent Corporations in respect thereof.

X. Right of amendment. The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Association, as from time to time amended, and any provision contained in this plan, in the manner now or hereafter prescribed by law or by such Articles, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Association, as from time to time amended, or herein, upon any shareholder, director, officer, or any other person are subject to this reservation.

IN WITNESS WHEREOF, each of the Corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan and Agreement of Merger to be executed by its Executive Vice President and Treasurer.

MID-SOUTH LIFE INSURANCE COMPANY

BY: [Signature]  
Executive Vice President

ATTEST:

[Signature]  
Treasurer  
(SEAL)  
MID-SOUTH LIFE INSURANCE COMPANY  
1973

MSL LIFE INSURANCE COMPANY

BY: [Signature]  
Executive Vice President

ATTEST:

[Signature]  
Treasurer  
(SEAL)  
MID-SOUTH LIFE INSURANCE COMPANY

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class, are:

NAME OF CORPORATION	TOTAL NUMBER OF SHARES OUTSTANDING	TOTAL NUMBER OF SHARES ENTITLED TO VOTE	DESIGNATION OF CLASS ENTITLED TO VOTE AS A CLASS (if any)	NUMBER OF SHARES OF SUCH CLASS (if any)
MSL Life Insurance	1,000	1,000	Original Common Stock	1,000
Mid-South Life Insurance Company	193,843	193,843	Voting Common Stock	29,000
			Class 1 Participating Common Stock	8,454
			Class 2 Participating Common Stock	10,000
			Class 3 Participating Common Stock	6,076
			Class 4 Participating Common Stock	10,000
			Class 5 Participating Common Stock	0
			Class 6 Participating Common Stock	8,509
			Class 7 Participating Common Stock	10,000
			Class 8 Participating Common Stock	1,500
			Class 9 Participating Common Stock	2,566
			Class 10 Participating Common Stock	9,000
			Class 11 Participating Common Stock	6,114
			Class 12 Participating Common Stock	7,585
			Class 13 Participating Common Stock	4,504



Class 14 Participating Common Stock	3,421
Class 15 Participating Common Stock	6,577
Class 16 Participating Common Stock	2,257
Class 17 Participating Common Stock	10,000
Class 18 Participating Common Stock	10,000
Class 19 Participating Common Stock	1,500
Class 20 Participating Common Stock	6,200
Class 21 Participating Common Stock	7,328
Class 22 Participating Common Stock	1,941
Class 23 Participating Common Stock	4,139
Class 24 Participating Common Stock	2,264
Class 25 Participating Common Stock	4,717
Class 26 Participating Common Stock	1,500
Class 27 Participating Common Stock	2,191
Class 28 Participating Common Stock	1,500
Class 29 Participating Common Stock	1,500
Class 30 Participating Common Stock	1,500
Class 31 Participating Common Stock	1,500
Class 32 Participating Common Stock	1,500
Class 33 Participating Common Stock	1,500
Class 34 Participating	1,500

Class 35  
Participating  
Common  
Stock 1.500

Class 36  
Participating  
Common  
Stock 1.500

Class 37  
Participating  
Common  
Stock 1.500

Class 38  
Participating  
Common  
Stock 1.500

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## ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

NAME OF CORPORATION	TOTAL SHARES VOTED FOR	TOTAL SHARES VOTED AGAINST	CLASS	SHARES VOTED FOR	SHARES VOTED AGAINST
MFL Insurance Company	1,000	0	Original Common Stock	1,000	0
Mid-South Life Insurance Company	188,777.2 (97.39%)	0	Voting Common Stock	27,416 2/3 (94.54%)	0
			Class 1 Participating Common Stock	8,454 (100%)	0
			Class 2 Participating Common Stock	10,000 (100%)	0
			Class 3 Participating Common Stock	6,076 (100%)	0
			Class 4 Participating Common Stock	10,000 (100%)	0
			Class 5 Participating Common Stock	-	0
			Class 6 Participating Common Stock	8,509 (100%)	0
			Class 7 Participating Common Stock	10,000 (100%)	0
			Class 8 Participating Common Stock	1,500 (100%)	0
			Class 9 Participating Common Stock	2,566 (100%)	0
			Class 10 Participating Common Stock	9,000 (100%)	0
			Class 11 Participating Common Stock	5655.45 (92.54)	0
			Class 12 Participating Common Stock	7,585 (100%)	0
			Class 13 Participating Common Stock	4,504 (100%)	0
			Class 14 Participating Common Stock	1,421 (100%)	0

Class 13 Participating Common Stock	4932.75 (75%)	0
Class 16 Participating Common Stock	2,257 (100%)	0
Class 17 Participating Common Stock	10,000 (100%)	0
Class 18 Participating Common Stock	10,000 (100%)	0
Class 19 Participating Common Stock	1,500 (100%)	0
Class 20 Participating Common Stock	6,200 (100%)	0
Class 21 Participating Common Stock	7,328 (100%)	0
Class 22 Participating Common Stock	1,941 (100%)	0
Class 23 Participating Common Stock	2,759 1/3 (66.7%)	0
Class 24 Participating Common Stock	2,264 (100%)	0
Class 25 Participating Common Stock	4,717 (100%)	0
Class 26 Participating Common Stock	1,500 (100%)	0
Class 27 Participating Common Stock	2,191 (100%)	0
Class 28 Participating Common Stock	1,500 (100%)	0
Class 29 Participating Common Stock	1,500 (100%)	0
Class 30 Participating Common Stock	1,500 (100%)	0
Class 31 Participating Common Stock	1,500 (100%)	0
Class 32 Participating Common Stock	1,500 (100%)	0
Class 33 Participating Common Stock	1,500 (100%)	0

Class 34 Participating Common Stock	1,500 (100%)	0
Class 35 Participating Common Stock	1,500 (100%)	0
Class 36 Participating Common Stock	1,500 (100%)	0
Class 37 Participating Common Stock	1,500 (100%)	0
Class 38 Participating Common Stock	1,500 (100%)	0

ARTICLE SEVEN

All provision of the law of the State of Mississippi and the State of Arizona applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president and secretary as of the 14<sup>th</sup> day of May, 1978.

MID-SOUTH LIFE INSURANCE COMPANY

BY: Paul G. Moak, Sr.  
Paul G. Moak, Sr., President  
and Harold W. Busching  
Harold W. Busching, Secretary

MSL LIFE INSURANCE COMPANY

BY: Paul G. Moak, Sr.  
Paul G. Moak, Sr., President  
and Harold W. Busching  
Harold W. Busching, Secretary



(CORPORATE SEAL)



(CORPORATE SEAL)

STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Delwood STRINGER, a notary public, do hereby certify that on this 14 day of May, 1978, personally appeared before me Paul G. Moak, Sr., who, being by me first duly sworn, declared that he is the President of Mid-South Life Insurance Company, that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

Delwood Stringer  
Notary Public

My Commission Expires:  
\_\_\_\_\_

(NOTARIAL SEAL)



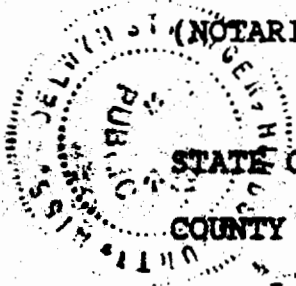
STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Delwyn Stringer, a notary public, do hereby certify that on this 19 day of May, 1948, personally appeared before me Harold W. Busching, who, being by me first duly sworn, declared that he is the Secretary of Mid-South Life Insurance Company, that he executed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

My Commission Expires:  
NOVEMBER 15, 1951



(NOTARIAL SEAL)

STATE OF MISSISSIPPI

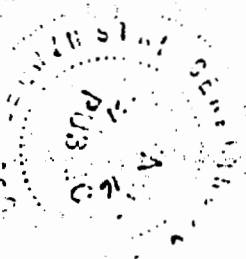
COUNTY OF HINDS

I, Delwyn Stringer, a notary public, do hereby certify that on this 19 day of May, 1948, personally appeared before me Paul G. Moak, Sr., who, being by me first duly sworn, declared that he is the President of MSL Life Insurance Company, that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

My Commission Expires:  
\_\_\_\_\_

(NOTARIAL SEAL)



STATE OF MISSISSIPPI

COUNTY OF HINDS

I, Delwin Stringer, a notary public, do hereby certify that on this 19 day of May, 1978, personally appeared before me Harold W. Busching, who, being by me first duly sworn, declared that he is the Secretary of MSL Life Insurance Company, that he executed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

My Commission Expires:  
[Date]

(NOTARIAL SEAL)





# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

EASTOVER LAKE ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 1st day of June A. D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



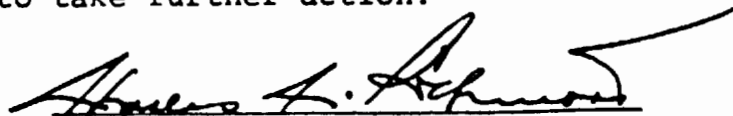
CERTIFIED COPY OF MINUTES OF MEETING  
OF EASTOVER LAKE ABUTTING LOT OWNERS WITH  
RESOLUTIONS AUTHORIZING APPLICATION FOR CHARTER

MINUTES OF MAY 22, 1978 MEETING OF  
EASTOVER LAKE ABUTTING LOT OWNERS

Pursuant to a written notice to the Eastover Lake abutting lot owners, a meeting was held at 6:00 p.m., May 22, 1978, at 2601 Lake Circle, Jackson, Mississippi, to discuss the future of Eastover Lake. Those in attendance were: Mrs. Garner Green, Jr.; Mr. and Mrs. Paul E. Williams; Mrs. E. E. Laird and E. E. Laird, Jr.; J. P. Johnson; McWillie Robinson, Jr.; Aaron L. Ford; Bryant M. Allen; Auburn C. Lambeth; Charles C. Richmond; Alfred Crisler; and James A. Becker, Jr.

Eastover Corporation has offered to convey to each lot owner abutting the lakes that portion of the land underlying the lakes as described in a proposed Deed of Conveyance and map, copies of which were shown at the meeting. It is contemplated that while the residents would each own fee title to the lots underlying the lake, there would be an easement for a lake granted to a non-profit corporation to be organized by the lake lot owners to operate and maintain said lakes as a wild duck refuge. On motion of Aaron Ford, properly seconded, the property owners in attendance voted unanimously to accept this offer.

On motion of Aaron Ford, properly seconded, the property owners in attendance then voted to organize a non-profit corporation to operate and manage the lakes. Mr. James A. Becker, Jr. was elected temporary chairman, Mr. Paul Williams was elected temporary vice-chairman and Mr. Charles Richmond, an abutting lot owner, served as temporary secretary, and they were authorized to take the steps necessary to apply for a charter and organize the non-profit corporation and call a meeting of lot owners to take further action.

  
Temporary Secretary

CERTIFICATE

I, Charles Richmond, Temporary Secretary of Eastover Lake, do hereby certify that the foregoing is a true and correct copy of the Minutes of the meeting of Eastover Lake abutting lot owners held as therein stated and that the Resolution authorizing Mr. James A. Becker, Jr., Paul Williams and Charles Richmond to take the steps necessary to apply for a charter and organize the non-profit corporation was unanimously adopted by the persons attending said meeting.

WITNESS MY SIGNATURE, this the 31<sup>st</sup> day of May,  
1978.

  
CHARLES RICHMOND

THE CHARTER OF INCORPORATION  
OF  
EASTOVER LAKE ASSOCIATION.

- (a). The corporate title of said Company is:  
Eastover Lake Association, Inc.
- (b). The names, street addresses and post office addresses of the incorporators are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>CITY AND STATE</u>
Paul E. Williams	3838 Eastover Dr.	Jackson, Miss.
Charles C. Richmond	2601 Lake Circle Dr.	Jackson, Miss.
James A. Becker, Jr.	3950 Eastover Dr.	Jackson, Miss.

All of the incorporators are adult resident citizens of Mississippi.

- (c). The domicile is 3950 Eastover Drive, Jackson, Mississippi, 39211.
- (d). This Corporation is a non-profit, non-share, fraternal organization and civic improvement society, as provided in Section 79-11-1, Mississippi Code of 1972, as amended, for the purposes stated in Paragraph (F) hereof, and no shares of stock are to be issued.
- (e). Period of existence shall be perpetual.
- (f). The purpose for which it is created:  
To accept conveyance of a flowage easement for the inundation, ownership, control, operation and maintenance of that certain lake called "Eastover Lake" lying north and northeast of Eastover Drive and west and north of Lake Circle Drive and abutting lots 1-6 of Block L of Eastover Subdivision Section 2 and lots 1-10 of Block M of Eastover Subdivision, Section 17 in the City of Jackson, First Judicial District of Hinds County, Mississippi, in Sections 19 and 30, Township 6 North, Range 2 East, which said Subdivision Blocks and Sections are shown on a map or plat thereof on file in a record in the office of the Chancery Clerk of Hinds County, at Jackson, Mississippi, in plat book number 9, at page 39, and plat book number 13 at page 43, respectively, reference to which is hereby made in aid of and as a part of the description of said property, all as shown on a map or plat attached to the Deed of Dedication executed by Eastover Corporation, subject to provisions of said Deed of Dedication for the following purposes:

- (1) To provide for and support the maintenance of a wild duck refuge and water fowl sanctuary dedicated by social, educational and demonstrative means of the conservation and propagation of the fish, game and wildlife of the State of Mississippi and the United

- States; to support the maintenance of said lakes for such purposes; to encourage support of the fish and game laws of this State and of the nation; to work for the respect and acknowledgment of just rights of the property owners and sportsmen; and to work for support, and encourage a close and friendly relationship between property owners and sportsmen;
- (2) To effect the association of property owners abutting said lakes, as members of a fraternal organization and civic improvement society, dedicated to the foregoing purposes;
- (3) To take a bequest, devise, gift, grant, purchase, lease, or otherwise, and to hold, either absolutely or jointly with any other person or persons or corporation, for any of the purposes herein set forth, any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to convey, sell, invest, reinvest and deal with the same in such manner as in the judgment of the trustees of the corporation will best promote its purposes, subject to such limitations, if any, as may be prescribed by statute, but without and free from restrictions applicable to trustees or trust funds;
- (4) The powers and rights of this Corporation shall be those powers and rights as are reasonably necessary to accomplish its stated purposes and objects, including, but not limited to those rights and powers possessed by lake, ditch, or irrigation companies and as elsewhere herein set forth and also the following: Adopt all necessary by-laws not contrary to law and its charter or any amendment thereto; prescribe their duties, compensation and tenure; sue and be sued; contract and be contracted with; adopt a corporate seal; buy, receive, donate, sell and convey real estate; buy, sell, receive, donate, and convey personal property; borrow money for current expenses; and purchase, own, hold, donate, sell, transfer, assign, pledge, or otherwise dispose of and deal in the stocks, bonds, securities, or evidences of indebtedness of other corporations, public or private, of any state or government, including bonds or securities of any state or political subdivision thereof; and to provide rules and regulations for the operation, maintenance and use of the lake and necessary assessment of the members of the association therefor;

PROVIDED, that none of its rights and powers shall include the right and power to carry on a business for profit;

- (5) The incorporators and the persons attending the organizational meeting of members of this Corporation to be called by written notice from said incorporators to each abutting lot owner, or owners, of said Eastover Lake after issuance of this Charter shall be charter members of this Corporation, and said charter members shall adopt the by-laws for the management and control of the Corporation, elect the first Board of Trustees, fix conditions of membership and take any and all actions necessary for the functioning of the Corporation, by majority vote of the members present. The Board of Trustees shall elect the officers of the Corporation and shall have the power to establish membership dues and to change the amount of such dues from time to time as it deems appropriate, adopt rules and regulations governing use, operation and maintenance of Eastover Lake, and take all actions necessary or advisable for the performance of the purposes of Corporation;

PROVIDED, however, that no part of the net earnings of the Corporation shall inure to the benefit of any member or individual, and no substantial part of the activities of the Corporation shall consist of the carrying on or propaganda, or otherwise attempting to influence legislation, or intervene in, any political campaign on behalf of any candidate for public office. Provided further, that this Corporation shall never mortgage or place a Deed of Trust or other lien on any of its properties for any purpose, nor shall it, save for current expenses, incur indebtedness at any time during its term of existence and it shall have no power to encumber or cause a lien to be placed upon the property of members of the Corporation, and the private property of the members of this Corporation shall not be liable for its corporate debts.

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

Upon dissolution of this Corporation or upon any liquidation of its assets, or upon termination of the Charter of Incorporation for any reason, none of its assets shall be distributed to any member, trustee, or officer, or to any other individual, or to any corporation engaged in business for profit, but all funds and assets remaining after the satisfaction of the Corporation's liabilities shall be used, paid out, and distributed in furtherance of the purposes of the Corporation, as set out in Article (f), above.

SIGNATURES: Paul E. Williams  
James A. Becker, Jr.  
Richard C. [unclear]

JAMES A. BECKER, JR.  
Attorney At Law  
Watkins and Eager  
Post Office Box 650  
Jackson, Mississippi 39205

Telephone: (601) 948-6470

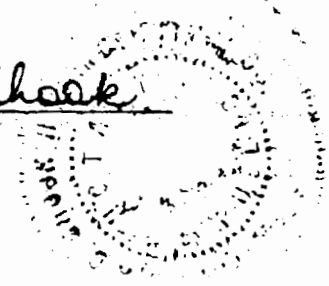
ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

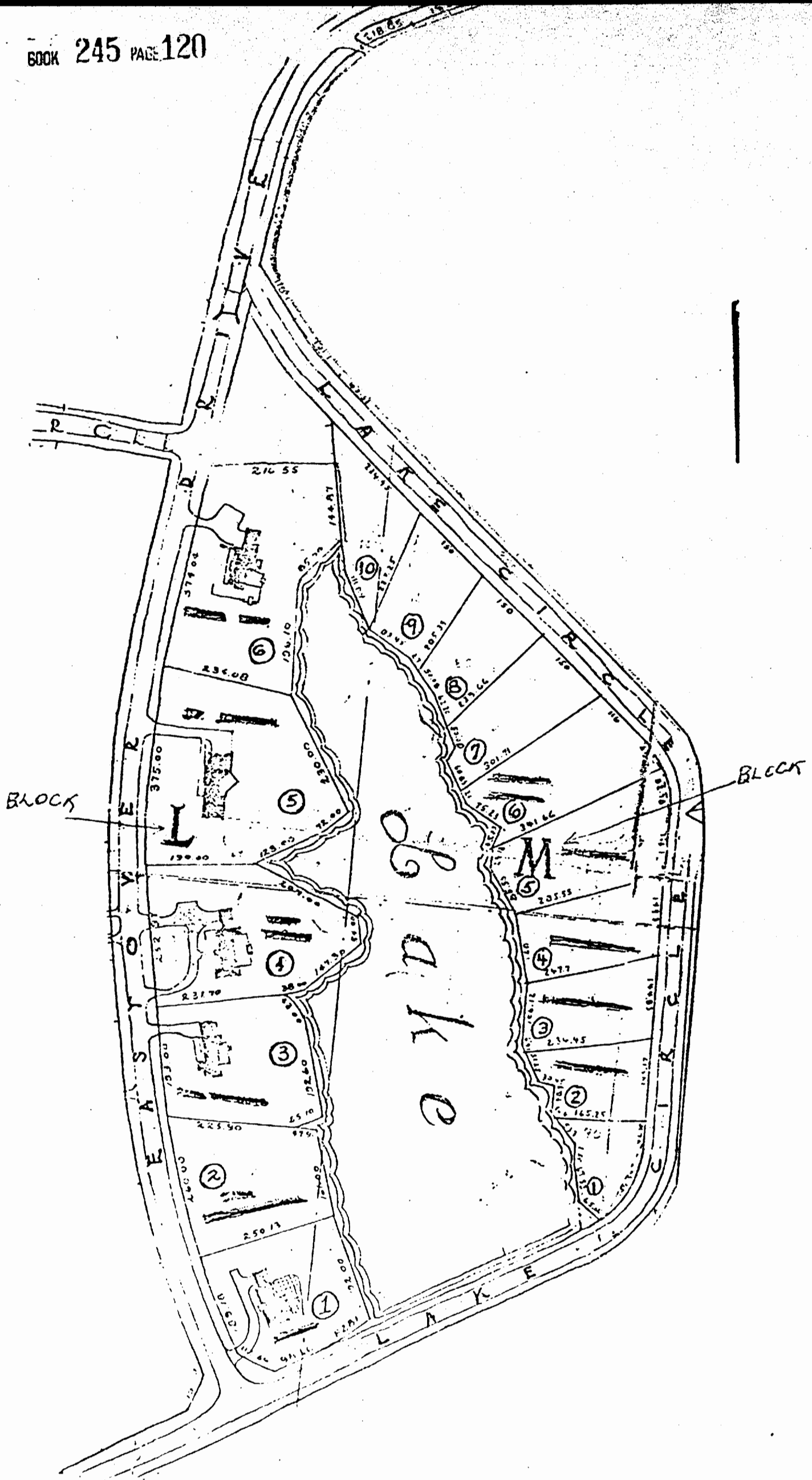
THIS DAY personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Paul E. Williams, Richard C. [unclear], and James A. Becker, Jr., incorporators of the Corporation known as Eastover Lake Association, Inc., who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this the 1st day of June, 1978.

Patricia C. Shook  
NOTARY PUBLIC



My Commission Expires:

February 12, 1980





Received at the office of the Secretary of State, this the 15<sup>th</sup> day of June

A. D., 1971, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
SECRETARY OF STATE.

Jackson, Miss.,

June 1, 1978

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

A. F. Simmons  
ATTORNEY GENERAL

By Richard M. Allen  
Special Assistant Attorney General.

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# State of Mississippi

EXECUTIVE



OFFICE

Jackson

*The within and foregoing Amendment to the  
Charter of Incorporation of* BAY-WAVELAND JUNIOR AUXILIARY, INC.

CHANGING NAME TO:

BAY ST. LOUIS JUNIOR AUXILIARY, INC.

*is hereby approved.*



In Testimony Whereof, I have hereunto set  
my hand and caused the Great Seal  
of the State of Mississippi to be  
affixed, this the 1st day of June A. D., 1978.

*Calvin Finch*

Attest:

*Heber Ladner*  
Secretary of State

Secy.

CERTIFIED COPY OF RESOLUTION  
ADOPTED BY  
BAY-WAVELAND JUNIOR AUXILIARY, INC.  
AUTHORIZING AND DIRECTING THE AMENDMENT OF  
THE CHARTER OF INCORPORATION OF  
BAY-WAVELAND JUNIOR AUXILIARY, INC.

WHEREAS, Bay-Waveland Junior Auxiliary, Inc. is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter to change its name from "Bay-Waveland Junior Auxiliary, Inc." to "Bay St. Louis Junior Auxiliary, Inc.;

THEREFORE, BE IT RESOLVED by Bay St. Louis Junior Auxiliary, Inc. that its charter is amended as follows:

That the name as shown on the charter be changed from "Bay-Waveland Junior Auxiliary, Inc." to "Bay St. Louis Junior Auxiliary, Inc."

CERTIFICATE

I, Mrs. E. W. Santa Cruz, Jr., President of Bay-Waveland Junior Auxiliary, Inc., do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Bay-Waveland Junior Auxiliary, Inc. in a meeting assembled on the 1st day of August, 1977, in Bay St. Louis, Mississippi.

WITNESS my signature, this 28th day of March, 1978.

Mrs. E. W. Santa Cruz, Jr.  
President

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
BAY-WAVELAND JUNIOR AUXILIARY, INC.

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

First: The corporation is amended to change the name from "Bay-Waveland Junior Auxiliary, Inc." to "Bay St. Louis Junior Auxiliary, Inc."

Second: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on August 1, 1977, at a regular meeting of the members of the corporation at Bay St. Louis, Mississippi:

THEREFORE, BE IT RESOLVED by Bay-Waveland Junior Auxiliary, Inc. that its charter is amended as follows: That the name as shown on the charter be changed from "Bay-Waveland Junior Auxiliary, Inc." to "Bay St. Louis Junior Auxiliary, Inc.:

DATED: This the 28th day of March, 1978.

SIGNED: Bay-Waveland Junior Auxiliary, Inc.  
(Name of Corporation)

BY: Mrs. E. W. Santa Cruz, Jr.  
PRESIDENT

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF Hancock

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Mrs. E. W. Santa Cruz, Jr., President of Bay-Waveland Junior Auxiliary, Inc.

\_\_\_\_\_, who acknowledges that ~~she~~ she signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Bay-Waveland Junior Auxiliary, Inc., on this the 28th day of March, 1978.



John A. Scapella Jr.  
NOTARY PUBLIC

My Commission expires: 12-30-81

Received at the office of the Secretary of State, this the 20<sup>th</sup> day of May

A. D., 1978, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber L. Adams  
SECRETARY OF STATE.

Jackson, Miss..

30 May 78

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

W. H. Sumner  
ATTORNEY GENERAL.

By John H. Keaton  
Assistant Attorney General.

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

TWIN LAKES ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 1st day of June A. D., 1978.



*Clyde Fitch*

Governor

By the Governor

*Hebert Ladner*  
Secretary of State

CERTIFIED COPY OF MINUTES OF MEETING  
OF TWIN LAKES ABUTTING LOT OWNERS WITH  
RESOLUTIONS AUTHORIZING APPLICATION FOR CHARTER

MINUTES OF MARCH 9, 1978 MEETING OF  
TWIN LAKES ABUTTING LOT OWNERS

Pursuant to a written notice to the Twin Lakes abutting lot owners a meeting was held at 7 p.m., March 9, 1978 at River Hills Club, Jackson, Mississippi, to discuss the future of Twin Lakes. Those in attendance were:

Dr. and Mrs. Johnson Witt  
Mr. Norvell Ogden  
Dr. Kermit Till  
Dr. Joe Tuten  
Mr. and Mrs. Bill Joseph  
Mr. Catchings Smith  
Mr. Tom Fuller  
Mr. and Mrs. R. L. Duckworth  
Mr. Henry Watson  
Dr. Mario Pineda  
Mr. J. B. Goldman  
Mr. and Mrs. John Kuykendall  
Mr. Bob Neal and Mr. Leland R. Speed

Leland R. Speed represented Eastover Corporation, the present owner of the lakes. Mr. Speed explained the history of the lakes and stated that Eastover Corporation had maintained the lakes for some 20 years, but that soon it would own no land adjacent to the lakes and the residents of Eastover subdivision at their bi-annual meeting two years ago voted to stop the maintenance assessments. He stated that Eastover Corporation declines the responsibility for the future maintenance of Twin Lakes.

Eastover Corporation offered to convey to each lot owner abutting the lakes that portion of the land underlying the lakes as described in a proposed deed of conveyance and map, copies of which were shown at the meeting. It is contemplated that while the residents would each own fee title to the lots underlying the lakes, there would be an easement for a lake granted to a non-profit corporation to be organized by the lake lot owners to operate and maintain said lakes as a wild duck refuge. On motion of Mr. Bill Joseph, properly seconded, the property owners in

attendance voted unanimously to accept this offer.

On motion of Mr. Bill Joseph, properly seconded, the property owners in attendance then voted to organize a non-profit corporation to operate and manage the lakes. Mr. C. R. Ridgway was elected temporary chairman, Mr. Max Tullos was elected temporary vice-chairman and Mr. Leland R. Speed, an abutting lot owner, served as temporary secretary, and they were authorized to take the steps necessary to apply for a charter and organize the non-profit corporation and call a meeting of lot owners to take further action.

(S) Leland R. Speed  


---

Leland R. Speed  
Temporary Secretary

CERTIFICATE

I, Leland R. Speed, Temporary Secretary of Twin Lakes Association, do hereby certify that the foregoing is a true and correct copy of the minutes of a meeting of Twin Lakes abutting lot owners held as therein stated and that the resolution authorizing C. R. Ridgway, C. Max Tullos and Leland R. Speed to take the steps necessary to apply for a charter and organize the non-profit corporation was unanimously adopted by the persons attending said meeting.

Witness my signature this the 15th day of  
May, 1978.

---

Leland R. Speed

THE CHARTER OF INCORPORATION  
OF  
TWIN LAKES ASSOCIATION, INC.

- (a). The corporate title of said company is: Twin Lakes Association, Inc.
- (b). The names, street address and post office address of the incorporators are:

<u>Name</u>	<u>Street &amp; No.</u>	<u>City</u>	<u>State</u>
C. R. Ridgway	2327 Eastover Dr.	Jackson	MS 39211
C. Max Tullos	3949 Stuart Pl.	Jackson	MS 39211
Leland R. Speed	2365 Twin Lakes Cir.	Jackson	MS 39211

All of the incorporators are adult resident citizens of Mississippi.

- (c). The domicile is Post Office Box No. 187 and 233 1/2 East Capitol Street, Jackson, Mississippi 39201.
- (d). This corporation is a non-profit, non-share, fraternal organization and civic improvement society, as provided in Section 79-11-1, Mississippi Code of 1972, as amended, for the purposes stated in Paragraph (F) hereof, and no shares of stock are to be issued.
- (e). Period of existence shall be perpetual.
- (f). The purpose for which it is created: To accept conveyance of a flowage easement for the inundation, ownership, control, operation and maintenance of those certain lakes called "Twin Lakes" lying north and northeast of Twin Lakes Circle in Eastover Subdivision in the city of Jackson, First Judicial District of Hinds County, Mississippi, in Township 6 North, Range 2 East, as shown on a map or plat attached to the deed of dedication executed by Eastover Corporation, subject to the provisions of said deed of dedication, for the following purposes:
- (1) To provide for and support the maintenance of a wild duck refuge and waterfowl sanctuary dedicated by social, educational and demonstrative means to the conservation and propagation of the fish, game and wildlife of the State of Mississippi and the United States; to support the maintenance of said lakes for such purposes; to encourage support of the fish and game laws of this state and of the nation; to work for the respect and acknowledgment of just rights of property owners and sportsmen; and to work for, support, and encourage a close and friendly relationship between property owners and sportsmen.
  - (2) To effect the association of property owners abutting said lakes, as members of a fraternal organization and civic improvement society, dedicated to the foregoing purposes.

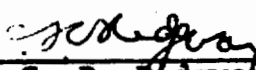
- (3) To take by bequest, devise, gift, grant, purchase, lease, or otherwise, and to hold, either absolutely or jointly with any other person or persons or corporation, for any of the purposes herein set forth, any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to convey, sell or otherwise dispose of such property and to invest, reinvest and deal with the same in such manner as in the judgment of the trustees of the corporation will best promote its purposes, subject to such limitations, if any, as may be prescribed by statute, but without and free from restrictions applicable to trustees or trust funds;
- (4) The powers and rights of this corporation shall be those powers and rights as are reasonably necessary to accomplish its stated purposes and objects, including, but not limited to those rights and powers possessed by lake, ditch, or irrigation, companies and as elsewhere herein set forth and also the following: Adopt all necessary by-laws not contrary to law and its charter or any amendment thereto; prescribe their duties, compensation and tenure; sue and be sued; contract and be contracted with; adopt a corporate seal; buy, receive, donate, sell and convey real estate; buy, sell, receive, donate sell and convey personal property; borrow money for current expenses; and purchase, own, hold, donate, sell, transfer, assign, pledge, or otherwise dispose of and deal in the stocks, bonds, securities, or evidences of indebtedness of other corporations, public or private, of any state or government, including bonds or securities of any state or political subdivision thereof;
- PROVIDED, that none of its rights and powers shall include the right and power to carry on a business for profit;
- (5) The incorporators and the persons attending the organizational meeting of members of this corporation to be called by written notice from said incorporators to each abutting lot owner, or owners, of said Twin Lakes after issuance of this charter shall be charter members of this corporation, and said charter members shall adopt the by-laws for the management and control of the corporation, elect the first Board of Trustees, fix conditions of membership and take any and all actions necessary for the functioning of the corporation, by majority vote of the members present. The Board of Trustees shall elect the officers of the corporation and shall have the power to establish membership dues and to change the amount of such dues from time to time as it deems appropriate, adopt rules and regulations governing use, operation, and maintenance of Twin Lakes, and take all actions necessary or advisable for the performance of the purposes of the corporation.

PROVIDED, however, that no part of the net earnings of the corporation shall inure to the benefit of any member or individual, and no substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the said corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Provided further, that this corporation shall never mortgage or place a deed of trust or other lien on any of its properties for any purpose, nor shall it, save for current expenses, incur indebtedness at any time during its term of existence and it shall have no power to encumber or cause a lien to be placed upon the property of members of the corporation, and the private property of the members of this corporation shall not be liable for its corporate debts.

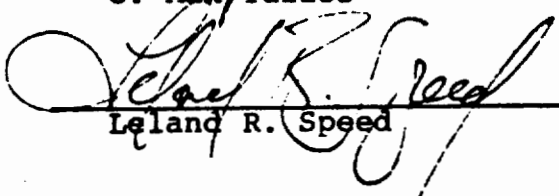
- (g). This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise,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

Upon dissolution of this corporation or upon any liquidation of its assets, or upon termination of the charter of incorporation for any reason, none of its assets shall be distributed to any member, trustee, or officer, or to any other individual, or to any corporation engaged in business for profit, but all funds and assets remaining after the satisfaction of the corporation's liabilities shall be used, paid out, and distributed in furtherance of the purposes of the corporation, as set out in Article (f) above.

SIGNATURES:

  
C. R. Ridgway

  
C. Max Tullos

  
Leland R. Speed

John M. Kuykendall, Jr.  
Attorney at Law  
Post Office Box 961  
Jackson, Mississippi 39205

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI  
 COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, C. R. Ridgway, C. Max Tullos, and Leland R. Speed, incorporators of the corporation known as Twin Lakes Association, Inc., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 25<sup>th</sup> day of May, 1978.



Mrs. Betty L. Shea  
 Notary Public

Commission Expires:  
COMMISSION EXPIRES MAY 28, 1981

Received at the office of the Secretary of State this the 26<sup>th</sup> day of May A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
 Secretary of State

Jackson, Mississippi, May 29th, 1978.  
 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.

A. F. Summers  
 Attorney General

By Richard M. Allen  
 Special Assistant Attorney General

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

OLIVE BRANCH CHURCH OF CHRIST

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 1st day of June A. D., 1978.

*Cled Fitch*

Governor

By the Governor

*Heber Ladner*  
Secretary of State



CERTIFIED COPY OF  
RESOLUTION DESIGNATION MISSISSIPPI AGENT

---

THIS IS TO CERTIFY, That a meeting of the Board of Directors of Olive Branch Church of Christ properly convened and held on the 14th day of May, 1978, the following resolution was adopted:

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

WITNESS my signature and the Seal of said Company, at Olive Branch, Mississippi, this the 14th day of May, 1978.

  
Secretary

IMPRESS  
SEAL HERE

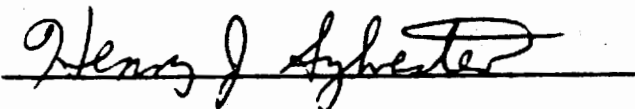
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ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Date at Olive Branch, Mississippi this the 14th day of May, 1978.



RESOLUTION AUTHORIZING INCORPORATION OF OLIVE BRANCH  
CHURCH OF CHRIST

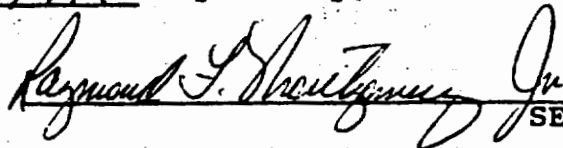
BE IT RESOLVED that the members of Olive Branch Church of Christ located in DeSoto County, Mississippi authorize the following people to secure a non-profit Charter of Incorporation from the State of Mississippi, namely: HENRY J. SYLVESTER, WILLIAM H. KIRK and RAYMOND F. MONTGOMERY, JR., all of whom are adult citizens residing in DeSoto County, Mississippi and members of the above named congregation.

Unanimously adopted this the 14th day of May, 1978.

CERTIFICATE

I, the undersigned Secretary of Olive Branch Church of Christ of DeSoto County, Mississippi do certify the above resolution was duly adopted by the members of the Church and appears in the Minute Book of the Church therein indicated.

CERTIFIED to this the 14th day of May, 1978.

  
SECRETARY

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

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

BOOK 245 PAGE 118 THE CHARTER OF INCORPORATION OF

OLIVE BRANCH CHURCH OF CHRIST

- 1. The corporate title of said company is:  
Olive Branch Church of Christ
- 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
Henry J. Sylvester	6856 Goodman Road	Olive Branch	Mississippi
Raymond F. Montgomery, Jr.	6736 Whippoorwill	Olive Branch	Mississippi
William H. Kirk	12318 Thompson	Olive Branch	Mississippi

The above incorporators are adult resident citizens of DeSoto County, Mississippi.

- 3. The domicile is at 6356 Blocker Street, Olive Branch, 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, Revised Code of Mississippi of 1942, and amendments thereto.)

The corporation is a Non-Profit corporation and no shares of stock shall be issued and the corporation shall be a Church.

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

The purpose of this corporation is to conduct a Church. The corporation shall have the right to borrow money, encumbrance property and shall have the rights and powers to legally accomplish its stated purpose.

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

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

Signatures: Henry J. Sylvester  
Raymond F. Montgomery, Jr.  
William H. Kirk  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Incorporators

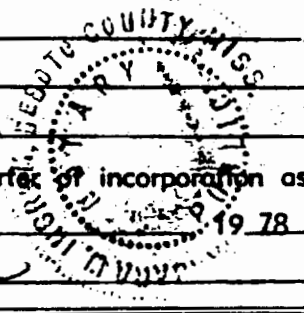
ACKNOWLEDGMENT

STATE OF MISSISSIPPI }  
County of DeSoto

This day personally appeared before me, the undersigned authority Henry J. Sylvester  
Raymond F. Montgomery, Jr., William H. Kirk

incorporators of the corporation known as the Olive Branch Church of Christ  
who acknowledged that (they) signed and delivered the above and foregoing charter of incorporation as  
(their) act and deed on this the 22nd day of May

My Commission Expires: 8/27/80  
Barbara W. Ingram  
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 25 day of MAY  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the  
Attorney General for his opinion.

Heber Bodner  
Secretary of State

Jackson, Miss., May 29, 1978

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.

A. F. Sumner  
Attorney General  
By Richard M. Allen  
Assistant Attorney General

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

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

WHY NOT 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 the 1st day of June A. D., 1978.



*Clyde Fitch*

Governor

By the Governor

*Heber Ladner*  
Secretary of State

## RESOLUTION OF

Why Not Hunting Club

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

Be it resolved by the members of Why Not Hunting Club an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that W.L. MERAe, OdISA SHIRLEY, B.W. SCRUGGS are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Why NOT HUNTING CLUB INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, B.W. SCRUGGS, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 5 day of MAY, 78, at Why Not Club House at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 23 day of MAY, 1978.

Secretary BW Scruggs



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 WHY NOT HUNTING CLUB

1. The corporation title of said company is: Why Not 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
W. L. McRae	Rt. 6, Box 194	Meridian,	Miss.
Odis A. Shirley	Rt. 6, Box 112	Meridian,	Miss.
B. W. Scruggs	Rt. 6, Box 60	Meridian,	Miss.

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

3. The domicile is at Rt. 6, Box 60 Meridian, 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, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The Corporation will be non-profit and no shares of stock will be issued. It is to be composed of fellow outdoor enthusiasts for the pursuit of legal wild game. It will conform to all provisions as set forth in Section 79-11-1, Code of Miss. of 1972, and amendments thereto, and is a fraternal corporation.

5. Period of existence shall be perpetual.

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

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

RESIDENT AGENT: B. W. Scruggs Rt. 6, Box 60 Meridian, Miss.

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

BOOK 245 PAGE 146

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. L. McRae

*W L McRae*

Odis A. Shirley

*Odis A. Shirley*

B. W. Scruggs

*B W Scruggs*

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority

W. L. McRae

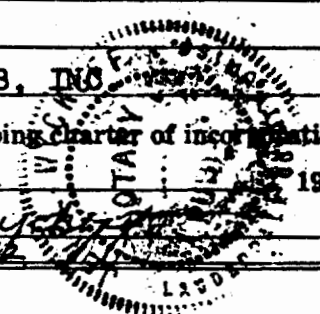
Odis A. Shirley

B. W. Scruggs

incorporators of the corporation known as the WHY NOT HUNTING CLUB, INC

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 16th day of May, 1978

*Jewel Wexler*  
*my Comm Expires May 8 1982*



STATE OF MISSISSIPPI

County of Lauderdale

This day personally appeared before me, the undersigned authority

*W L McRae*

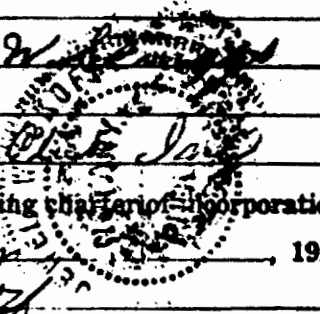
*Odis A. Shirley*

*B W Scruggs*

incorporators of the corporation known as the Why Not Hunting Club, Inc

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 16th day of May, 1978

*Jewel Wexler*  
*my Comm Expires May 8 1982*



Received at the office of the Secretary of State this the 26 day of May

A.D., 1978, 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., 30 May, 1978

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

*H. J. ...*

Attorney General

By

*J. H. ...*

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

DEVIL'S ELBOW PROPERTY OWNER'S ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 1st day of June A. D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*  
Secretary of State



EXCERPT FROM SPECIAL BOARD OF DIRECTORS MEETING OF  
DEVIL'S ELBOW PROPERTY OWNER'S ASSOCIATION, INC.

---

RESOLVED: That P. Holcomb Hector, Jack A. Furman, Daniel Q. Smith, and Robert E. Wade be authorized to execute any and all documents of every kind and character necessary for the incorporation of Devil's Elbow Property Owner's Association, Inc.

I, P. HOLCOMB HECTOR, Secretary of Devil's Elbow Property Owner's Association, Inc., hereby certify that the above and foregoing is a true and correct excerpt from a special meeting of the Board of Directors of DEVIL'S ELBOW PROPERTY OWNER'S ASSOCIATION, INC., held at the Diamondhead Country Club, Diamondhead, Hancock County, Mississippi, at 10 A.M., on the 21st day of April, A. D., 1978.

WITNESS MY SIGNATURE, this, the 21<sup>st</sup> day of April, A. D., 1978.

  
\_\_\_\_\_  
P. HOLCOMB HECTOR  
Secretary

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

# THE CHARTER OF INCORPORATION OF 245 PAGE 149

## DEVIL'S ELBOW PROPERTY OWNER'S ASSOCIATION

1. The corporation title of said company is: Devil's Elbow Property Owner's 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
P. Holcomb Hector	332 Southern Circle	Gulfport	Mississippi
Jack A. Furman	687 Oahu Street	Bay St. Louis	Mississippi
Daniel Q. Smith	7318 Aihia Court	Bay St. Louis	Mississippi
Robert E. Wade	752 Dunbar Avenue	Bay St. Louis	Mississippi

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

3. The domicile is at Diamondhead Drive, P.O. Box 22, Bay St. Louis 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 Corporation and no shares of stock are to be issued. The Corporation shall function as a civic improvement society for the Devil's Elbow community and its common facilities and areas.

The membership of the Corporation shall be composed of the Incorporators hereof and the owners and purchasers of homes in the Devil's Elbow community in Diamondhead in Hancock County, Mississippi.

5. Period of existence shall be perpetual.

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

The Corporation shall be a civic improvement organization devoted to the improvement of the Devil's Elbow community in Diamondhead and the operation, maintenance, management, ownership, buying and handling of its common facilities, areas, roads, streets, and recreational facilities.

The Corporation shall have the right and power to establish, develop, build, construct, design, maintain, manage, operate, own, buy, sell, acquire, lease, trade and deal in private streets and roads and the appurtenances thereto, common and recreational areas, and similar enterprises in Hancock County, Mississippi and elsewhere, and to engage in any other business or activity which may be useful and helpful in the operation and maintenance of any of the above.

The Corporation shall have all of the rights and powers to the extent reasonably necessary to accomplish the stated purposes of the Corporation, given to corporations under the Mississippi Business Corporation Act, any amendments thereto, and any successor act or acts.

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

BOOK 245 PAGE 150

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

Signatures: J. P. Holcomb Hector  
Jack A. Furman  
Daniel Q. Smith  
Robert E. Wade  
\_\_\_\_\_  
\_\_\_\_\_  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HANCOCK

This day personally appeared before me, the undersigned authority in and for the aforesaid County and State P. Holcomb Hector, Jack A. Furman, Daniel Q. Smith, and Robert E. Wade, all adults

incorporators of the corporation known as the Devil's Elbow Property Owner's Association, Inc. who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 21<sup>st</sup> day of April, 1978

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<sup>th</sup> day of July A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John L. Adams  
Secretary of State

Jackson, Miss., 30 July, 1978

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.

John M. Foster  
Attorney General  
By John M. Foster  
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 OAKS PROPERTY OWNERS ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 1st day of June A. D., 1978.



*Calvin T. Rife*

Governor

By the Governor

*Heber Ladner*  
Secretary of State

EXCERPT FROM SPECIAL BOARD OF DIRECTORS MEETING OF  
THE OAKS PROPERTY OWNERS ASSOCIATION

---

RESOLVED: That P. Holcomb Hector, Jack A. Furman, Daniel Q. Smith, and Robert E. Wade be authorized to execute any and all documents of every kind and character necessary for the incorporation of The Oaks Property Owners Association, Inc.

I, P. HOLCOMB HECTOR, Secretary of The Oaks Property Owners Association, Inc., hereby certify that the above and foregoing is a true and correct excerpt from a special meeting of the Board of Directors of THE OAKS PROPERTY OWNERS ASSOCIATION ., held at the Diamondhead Country Club, Diamondhead, Hancock County, Mississippi, at 10 A. M. on the 21st day of April, A. D., 1978.

WITNESS my signature this, the 21<sup>st</sup> day of April, A. D.,  
1978.

  
\_\_\_\_\_  
P. HOLCOMB HECTOR  
Secretary



# THE CHARTER OF INCORPORATION OF

## THE OAKS PROPERTY OWNERS ASSOCIATION

1. The corporation title of said company is: The Oaks Property Owners 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
P. Holcomb Hector	332 Southern Circle	Gulfport	Mississippi
Jack A. Furman	687 Oahu Street	Bay St. Louis	Mississippi
Daniel Q. Smith	7318 Aihia Court	Bay St. Louis	Mississippi
Robert E. Wade	752 Dunbar Avenue	Bay St. Louis	Mississippi

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

3. The domicile is at Diamondhead Drive, P.O. Box 22, Bay St. Louis 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 Corporation and no shares of stock are to be issued. The Corporation shall function as a civic improvement society for The Oaks community and its common facilities and areas.

The membership of the Corporation shall be composed of the Incorporators hereof and the owners and purchasers of homes in The Oaks community in Diamondhead in Hancock County, Mississippi.

5. Period of existence shall be perpetual.

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

The Corporation shall be a civic improvement organization devoted to the improvement of The Oaks community in Diamondhead and the operation, maintenance, management, ownership, buying and handling of its common facilities, areas, roads, streets and recreational facilities.

The Corporation shall have the right and power to establish, develop, build, construct, design, maintain, manage, operate, own, buy, sell, acquire, lease, trade and deal in private streets and roads and the appurtenances thereto, common and recreational areas, and similar enterprises in Hancock County, Mississippi and elsewhere, and to engage in any other business or activity which may be useful and helpful in the operation and maintenance of any of the above.

The Corporation shall have all of the rights and powers to the extent reasonably necessary to accomplish the stated purposes of the Corporation, given to corporations under the Mississippi Business Corporation Act, any amendments thereto, and any successor act or acts.

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

BOOK 245 PAGE 154

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: P. Holcomb Hector  
Jack A. Furman  
Daniel G. Smith  
Robert E. Wade  
\_\_\_\_\_  
\_\_\_\_\_  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HANCOCK

This day personally appeared before me, the undersigned authority in and for the aforesaid County and State P. Holcomb Hector Jack A. Furman  
Daniel G. Smith and Robert E. Wade all adults

incorporators of the corporation known as the The Oaks Property Owner's Association, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as

(his) (their) act and deeds on this the 21<sup>st</sup> day of April, 1978

Virginia B. Johnston Notary Public  
My Commission Expires 12-31-79

STATE OF MISSISSIPPI

County of \_\_\_\_\_

This day personally appeared before me, the undersigned authority \_\_\_\_\_

incorporators of the corporation known as the \_\_\_\_\_

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as

(his) (their) act and deed on this the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

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

Secretary of State

Jackson, Miss., \_\_\_\_\_, 19\_\_\_\_

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

Attorney General

By \_\_\_\_\_ Assistant Attorney General

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

Received at the office of the Secretary of State, this the 25<sup>th</sup> day of May  
A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and  
referred to the Attorney General for his opinion.

[Signature]  
SECRETARY OF STATE.

Jackson, Miss..

May 29, 1978

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

[Signature]  
ATTORNEY GENERAL

By [Signature]  
special 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*

CITY OF PHILADELPHIA

*was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in* PHOTOSTAT BOOK  
NUMBER TWO HUNDRED AND FORTY - FIVE, PAGES 157 - 167.

*Given under my hand and Seal  
of office hereunto affixed, this  
6th Day of June, 1978*

*Heber Ladner*

SECRETARY OF STATE



IN THE CHANCERY COURT OF NESHOMA COUNTY, MISSISSIPPI

IN THE MATTER OF THE EXTENSION OF THE  
BOUNDARIES OF THE CITY OF PHILADELPHIA,  
MISSISSIPPI

NO. 11,112

DECREE

BE IT REMEMBERED that this day this cause came on to be heard upon the sworn Petition of the City of Philadelphia, Mississippi, praying for the Court to render a Decree approving, ratifying and confirming the extension and enlargement of the municipal boundaries of the City of Philadelphia, Mississippi, as provided in an ordinance of said City, a certified copy of said ordinance being attached to said Petition as an exhibit thereto, order of this Court fixing a time and place when a hearing would be heard on said Petition, notice of said hearing and oral testimony taken in open Court. And the Court having heard and considered said Petition and ordinance and the evidence offered in said hearing and being fully advised in the premises, doth find:

That the Court in all respects has jurisdiction of this cause and that all things necessary to be done for a final hearing hereof have been done, including the giving of proper notice of said hearing and

The Court further finds and adjudicates that from the evidence the said extension and enlargement of the municipal boundaries of the said City of Philadelphia, Mississippi, as provided in said ordinance is reasonable and is required for 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 the proposed enlargement of the municipal boundaries of the said City of Philadelphia, Mississippi, and said ordinance should be ratified, approved and confirmed, and the prayer of the Petition of the City of Philadelphia, Mississippi, should be granted to include the proposed added territory to be annexed to the City of Philadelphia, Mississippi, and the Court after being fully advised in the premises finds that the corporate limits of the City of Philadelphia should be enlarged so as to include the following territory:

Beginning at a point where the West ROW of the I.C.G. Railroad intersects the North line of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, and run in a Northeasterly direction along the said West ROW of I.C.G. Railroad to the intersection of the West ROW of Hwy. No. 19 in the SW $\frac{1}{4}$  of SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along the said West ROW of Hwy. No. 19 to a ROW marker that begins Hwy. 19-Hwy. 15 interchange in the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along South ROW of said interchange to a ROW marker that is 575 ft. Southerly and perpendicular to Station No. 205 + 25 on New Hwy. No. 15 (By Pass); thence run in a Northwesterly direction along said South ROW of interchange to a ROW marker that is 310 ft. Southerly and perpendicular to Station No. 202 + 00 on New Hwy. No. 15 (By pass); thence run in a Northwesterly direction along said South ROW of interchange to a point directly South of Station No. 199 + 00 on New Hwy. No. 15 (By Pass); thence run North to the North line of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run East to the East ROW of I.C.G. Railroad on the North line of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southwesterly direction along the said East ROW of I.C.G. Railroad to the East ROW of I.C.G. Railroad spur line in the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southeasterly direction along said East ROW of I.C.G. Railroad spur line to the North line of the S $\frac{1}{2}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run East to the NE cor. of the S $\frac{1}{2}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run South to the NE Cor. of Sec. 24, T-11-N, R-11-E; thence run West to the East ROW of the I.C.G. Railroad on the North line of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run in a Southwesterly direction along the said East ROW of the I.C.G. Railroad to the North line of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to the West ROW of I.C.G. Railroad which is the point of beginning.

## AREA # 2

Beginning at the NW Cor. of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; and run East to the NE cor. of the W $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the SE Cor. of the W $\frac{1}{2}$  of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the NE cor. of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the NE cor. of the S $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run West to the NW Cor. of the S $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run S. 89°--37' W. to the NE Cor. of the W $\frac{1}{2}$  of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run North to the NE Cor. of the W $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run West to the East ROW of Hwy. No. 15 (Business), being located in the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E, thence run in a Northeasterly direction along the said East ROW of Hwy. No. 15 (Business) to the West line of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run North to the NW cor. of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E, which is the point of beginning.

## AREA # 3

Beginning at a point that is 302.3 ft. East of the NW Cor. of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E and run East to the Northeast Corner of the W $\frac{1}{2}$  of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, thence run South to the SE Cor. of the W $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run East to the NE Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run South to the North ROW of Hwy. No. 16, thence run in a Southeasterly direction along said North ROW of Hwy. No. 16 to a point on the said North ROW that is directly North of the East ROW of State Aid Project No. SAP 50 (27), being in the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 28, T-11-N, R-12-E, thence run South to the said East ROW of State Aid Project No. SAP 50 (27), thence continue to run in a Southerly direction along said East ROW of State Aid Project to North ROW of Hwy. No. 486; thence run due South to the South ROW of said Hwy. No. 486 in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 33, T-11-N, R-12-E; thence run in a Northwesterly direction along the said South ROW of Hwy. No. 486 to the East line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run North to the NE Cor. of the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run West to a point that is 25 ft. East of the center line of Public road known as Country Club Ave; thence run Northerly along a line 25 ft. East of said Country Club Ave. center line to the South ROW of Hwy. No. 16; thence run Easterly along said South ROW of Hwy. No. 16 for 628 ft. to the existing Corporate limits. Thence run N. 4°--36' E. to a point that is 676.61 ft. East and 420.30 ft. South of the NW Cor. of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run S. 89°--15' W. for 374.7 ft; thence run N. 0°--03' E. for 415.4 ft. to a point that is 302.0 ft. East of the NW Cor. of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, which is the point of beginning.

## AREA # 4

Beginning at a point, on the South ROW of Hwy. No. 486 (Golf Course Road), that is 848.3 ft. East and 518.7 ft. South of the NW Cor. of Sec. 32, T-11-N, R-12-E (being the Northwest Cor. of Neshoba Central's property), and run S. 33°--32' W. for 87.7 ft; thence run N. 89°--25' W. for 197.5 ft; thence run N. 2°--07' E. for 223.2 ft. to said South ROW, thence run in a Southeasterly direction along said South ROW to the point of beginning.

## AREA # 5

Beginning at a point 755.3 ft. South and 37 ft. West of the NE Cor. of Sec. 31, T-11-N, R-12-E, and run S. 12°--25' E. for 122.10 ft. along Neshoba Central's West Property line; thence run S. 0°--06' E. for 1,058 ft. along said West property line; thence run S. 79°--56' E. for 39 ft. along said West property line, thence run S. 24°--56' E. for 802 ft. along said West property line to the South line of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E, thence run East along said South line to the West ROW of St. Francis Drive; thence run S. 40°--59' W. along said West ROW of St. Francis Drive for 250 ft; thence run S. 54°--51' E. for 60 ft. to the Western Most Cor. of Philadelphia Country Club property in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run S. 59°--11' E. for 487 ft. to a Cor. on said Country Club property line; thence run N. 87°--52' E. for 1,093 ft. to a Cor. on said Country Club property; thence run S. 32°--13' W. to the SE Cor. of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E;

thence run West along the South line of the NW $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E. to the Southwest ROW of Hwy. No. 19 on the South line of the Northwest  $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run in a Northwesterly direction along said ROW to the center line of a branch in the Central portion of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run in a Westerly direction along center line of said branch to a point that is 227 ft. at right angle to the center line of said Hwy. No. 19; thence run in a Northwesterly direction along a line 227 ft. Southwest and parallel to the center line of Hwy. No. 19 to a point on the South property line of Garan, Inc. which is 234.0 ft. South and 27.5 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run N. 42°--06' E. for 266.0 ft. to a point which is on the East ROW of Hwy. No. 19, and also being described as a point that is 21.9 ft. South and 208.6 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run in a Northwesterly direction along the East ROW of Hwy. No. 19 to the intersection of the South line of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run East to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run N. 0°--04'--30" E. Along the West line of the E $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E to a point that is 755.3 ft. South of the North section line of Sec. 31, T-11-N, R-12-E; thence run East to a point that is 755.3 ft. South and 37.0 ft. West of the NE Cor. of Sec. 31, T-11-N, R-12-E, which is the point of beginning.

AREA # 6

Beginning at the NW Cor. of the E $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E and run South to the intersection of the South ROW of the Weyerhaeuser Mill Road in the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run in a Southwesterly direction along the said South ROW of the Weyerhaeuser Mill Road to the North line of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run East to the NE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run South to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run West to the West ROW of the I.C.G. Railroad on the South line of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run in a Northeasterly direction to the intersection of the West ROW of Lewis Ave. in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run Northwesterly along the said West ROW of Lewis Ave. to the South line of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run S. 89°--48'--45" E. to the NW Cor. of the E $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, which is the point of beginning.

AREA # 7

Beginning at the SW Cor. of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; and run West to the SW Cor. of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; thence run North to the NW Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run East to the East ROW of Hwy. No. 15 (By Pass); thence run in a Northeasterly direction along said East ROW to a property line fence which is 229 ft. North of the South line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run in a Easterly direction along said property line fence to the East line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, and being 251 ft. North of the NW Cor. of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run South to the SW Cor. of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E, which is the point of beginning.

AREA # 8

Beginning at the SW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, and run North to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run West to the NW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence run South to the SW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run S. 89°--52'--30" E. to the SW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, which is the point of beginning.

AREA # 9

Beginning at the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, and run North to the SE Cor. of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to the SW Cor. of Sec. 24, T-11-N, R-11-E, thence run North to the NW Cor. of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run East to the East ROW of a public Road on the North line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run in a Southerly direction along the said East ROW of Public road to the North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to a point that is 50 ft. West of the NW Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run South 690 ft; thence run East 50 ft. to the East line of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, thence run South to the NE Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence run West to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, which is the point of beginning.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that the prayer of the Petition of the City of Philadelphia, Mississippi, praying for a Decree ratifying, approving and confirming the ordinance extending and enlarging the boundaries of the City of Philadelphia, Mississippi, be and the same is hereby approved, ratified and granted so as to include the following territory, to-wit:



AREA # 1

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Beginning at a point where the West ROW of the I.C.G. Railroad intersects the North line of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, and run in a Northeasterly direction along the said West ROW of I.C.G. Railroad to the intersection of the West ROW of Hwy. No. 19 in the SW $\frac{1}{4}$  of SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along the said West ROW of Hwy. No. 19 to a ROW marker that begins Hwy. 19-Hwy. 15 interchange in the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along South ROW of said interchange to a ROW marker that is 575 ft. Southerly and perpendicular to Station No. 205 + 25 on New Hwy. No. 15 (By Pass); thence run in a Northwesterly direction along said South ROW of interchange to a ROW marker that is 310 ft. Southerly and perpendicular to Station No. 202 + 00 on New Hwy. No. 15 (By pass); thence run in a Northwesterly direction along said South ROW of interchange to a point directly South of Station No. 199 + 00 on New Hwy. No. 15 (By Pass); thence run North to the North line of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run East to the East ROW of I.C.G. Railroad on the North line of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southwesterly direction along the said East ROW of I.C.G. Railroad to the East ROW of I.C.G. Railroad spur line in the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southeasterly direction along said East ROW of I.C.G. Railroad spur line to the North line of the S $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run East to the NE cor. of the S $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run South to the NE Cor. of Sec. 24, T-11-N, R-11-E; thence run West to the East ROW of the I.C.G. Railroad on the North line of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run in a Southwesterly direction along the said East ROW of the I.C.G. Railroad to the North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to the West ROW of I.C.G. Railroad which is the point of beginning.

AREA # 2

Beginning at the NW Cor. of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; and run East to the NE cor. of the W $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the SE Cor. of the W $\frac{1}{2}$  of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the NE cor. of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the NE cor. of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run West to the NW Cor. of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the NW Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run S. 89°--37' W. to the NE Cor. of the W $\frac{1}{2}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run North to the NE Cor. of the W $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run West to the East ROW of Hwy. No. 15 (Business), being located in the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E, thence run in a Northeasterly direction along the said East ROW of Hwy. No. 15 (Business) to the West line of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run North to the NW cor. of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E, which is the point of beginning.

AREA # 3

Beginning at a point that is 302.3 ft. East of the NW Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E and run East to the Northeast-Corner of the W $\frac{1}{2}$  of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, thence run South to the SE Cor. of the W $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run East to the NE Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run South to the North ROW of Hwy. No. 16, thence run in a Southeasterly direction along said North ROW of Hwy. No. 16 to a point on the said North ROW that is directly North of the East ROW of State Aid Project No. SAP 50 (27), being in the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 28, T-11-N, R-12-E, thence run South to the said East ROW of State Aid Project No. SAP 50 (27), thence continue to run in a Southerly direction along said East ROW of State Aid Project to North ROW of Hwy. No. 486; thence run due South to the South ROW of said Hwy. No. 486 in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 33, T-11-N, R-12-E; thence run in a Northwesterly direction along the said South ROW of Hwy. No. 486 to the East line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run North to the NE Cor. of the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run West to a point that is 25 ft. East of the center line of Public road known as Country Club Ave; thence run Northerly along a line 25 ft. East of said Country Club Ave. center line to the South ROW of Hwy. No. 16; thence run Easterly along said South ROW of Hwy. No. 16 for 628 ft. to the existing Corporate limits. Thence run N. 4°--36' E. to a point that is 676.61 ft. East and 420.30 ft. South of the NW Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run S. 89°--15' W. for 374.7 ft; thence run N. 0°--03' E. for 415.4 ft. to a point that is 302.0 ft. East of the NW Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, which is the point of beginning.

AREA # 4

Beginning at a point, on the South ROW of Hwy. No. 486 (Golf Course Road), that is 848.3 ft. East and 518.7 ft. South of the NW Cor. of Sec. 32, T-11-N, R-12-E (being the Northwest Cor. of Neshoba Central's property), and run S. 33°--32' W. for 87.7 ft; thence run N. 89°--25' W. for 197.5 ft; thence run N. 2°--0' E. for 223.2 ft. to said South ROW, thence run in a Southeasterly direction along said South ROW to the point of beginning.

AREA # 5

Beginning at a point 755.3 ft. South and 37 Ft. West of the NE Cor. of Sec. 31, T-11-N, R-12-E, and run S. 12°--25' E. for 122.10 ft. along Neshoba Central's West Property line; thence run S. 0°--06' E. for 1,058 ft. along said West property line; thence run S. 79°--56' E. for 39 ft. along said West property line, thence run S. 24°--56' E. for 802 ft. along said West property line to the South line of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E, thence run East along said South line to the West ROW of St. Francis Drive; thence run S. 40°--59' W. along said West ROW of St. Francis Drive for 250 ft; thence run S. 54°--51' E. for 60 ft. to the Western Most Cor. of Philadelphia Country Club property in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run S. 59°--11' E. for 487 ft. to a Cor. on said Country Club property line fence; thence run N. 87°--52' E. for 1,093 ft. to a Cor. on said Country Club property; thence run S. 32°--13' W. to the SE Cor. of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run West along the South line of the NW $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E. to the Southwest ROW of Hwy. No. 19 on the South line of the North west  $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E, thence run in a Northwesterly direction along said ROW to the center line of a branch in the Central portion of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run in a westerly direction along center line of said

branch to a point that is 227 ft. at right angle to the center line of said Hwy. No. 19; thence run in a Northwesterly direction along a line 227 ft. Southwest and parallel to the center line of Hwy. No. 19 to a point on the South property line of Garan, Inc. which is 234.0 ft. South and 27.5 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run N. 42°--06' E. for 266.0 ft. to a point which is on the East ROW of Hwy. No. 19, and also being described as a point that is 21.9 ft. South and 208.6 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run in a Northwesterly direction along the East ROW of Hwy. No. 19 to the intersection of the South line of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run East to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run N. 0°--04'--30" E. Along the West line of the E $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E to a point that is 755.3 ft. South of the North section line of Sec. 31, T-11-N, R-12-E; thence run East to a point that is 755.3 ft. South and 37.0 ft. West of the NE Cor. of Sec. 31, T-11-N, R-12-E, which is the point of beginning.

AREA # 6

Beginning at the NW Cor. of the E $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E and run South to the intersection of the South ROW of the Weyerhaeuser Mill Road in the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run in a Southwesterly direction along the said South ROW of the Weyerhaeuser Mill Road to the North line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run East to the NE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run South to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run West to the West ROW of the I.C.G. Railroad on the South line of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run in a Northeasterly direction to the intersection of the West ROW of Lewis Ave. in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run North-erly along the said West ROW of Lewis Ave. to the South line of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run S. 89°--48'--45" E. to the NW Cor. of the E $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, which is the point of beginning.

AREA # 7

Beginning at the SW Cor. of the N $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; and run West to the SW Cor. of the N $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; thence run North to the NW Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run East to the East ROW of Hwy. No. 15 (By Pass); thence run in a Northeasterly direction along said East ROW to a property line fence which is 229 ft. North of the South line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run in a Easterly direction along said property line fence to the East line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, and being 251 ft. North of the NW Cor. of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run South to the SW Cor. of the N $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E, which is the point of beginning.

AREA # 8

Beginning at the SW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, and run North to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run West to the NW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence run South to the SW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run S. 89°--52'--30" E. to the SW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, which is the point of beginning.

AREA # 9

Beginning at the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, and run North to the SE Cor. of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to the SW Cor. of Sec. 24, T-11-N, R-11-E, thence run North to the NW Cor. of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run East to the East ROW of a public Road on the North line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run in a Southerly direction along the said East ROW of Public road to the North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to a point that is 50 ft. West of the NW Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run South 690 ft; thence run East 50 ft. to the East line of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, thence run South to the NE Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence run West to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, which is the point of beginning.

The Court further finds that now it is determined by the court that the incorporation of the City of Philadelphia, Mississippi, is composed of the following described lands.

Beginning at a point where the East ROW of the G.M. & O. Railroad crosses the North line of the NE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E and run East to the NE cor. of Sec. 24, T-11-N, R-11-E; thence North to the NW cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 18, T-11-N, R-12-E, thence run East to the NE cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 18, T-11-N, R-12-E; thence run South to the East ROW of Miss. Hwy. No. 15; thence run in a Southwesterly direction along said ROW to the North line of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the NE Cor. of the W $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  Sec. 19, T-11-N, R-12-E; thence South to the NE Cor. of the W $\frac{1}{4}$  of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  Sec. 19, T-11-N, R-12-E; thence N. 89°--37' East to the NW Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run North to the NW cor. of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of SW $\frac{1}{4}$  Sec. 19, T-11-N, R-12-E; thence run East to the NE cor. of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the NE cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the SW Cor. of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence S. 0°--04'--30" W. to the NW Cor. of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 30, T-11-N, R-12-E; thence run East to a point that is 302.3 ft. East of the East line of NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence S. 0°--03' W. for 415.4 ft; thence S. 89°--15' E. for 374.7 ft, thence S. 4°--36' W. to the South ROW of Miss. Highway No. 16; thence Westerly along said ROW for 638 ft. to a point that is 25 ft. East of the center line of Public Rd, known as Country Club Ave; thence run a Southerly direction along a line that is 25 ft. East of Center line of said Public Rd. to the North line of the SE $\frac{1}{4}$  of NW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run East to the NE cor. of the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E, thence South to the SW ROW of Miss. Highway # 486; thence run in a Northwesterly direction along said Southwest ROW to a point that is 596.8 ft. East of the West line of Sec. 32, T-11-N, R-12-E; thence run S. 2°--10' E. for 381.0 ft; thence S. 88°--40' W. for 598.2 ft. to the West line of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence West to the West line of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence S. 0°--04'--30" W. to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence West to the East ROW of Miss. Hwy. No. 19; thence run in a Southeasterly direction along said ROW to a point that is 29.1 ft. South and 208.6 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence S. 42°--06' W. for 780 ft. thence N. 86°--16' W. for 453.7 ft. thence N. 14°--08' E. for 100 ft; thence North 56°--15' W. for 646.05 ft; thence W. to the SE Cor. of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence North to a point that is 645.0 ft. South of the SW Cor. of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence West to the West ROW of State Aid Secondary Rd. No. SAP 50 (10); thence in a Northerly direction along said ROW to the North line of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence West to the SW Cor. of the E $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence North to the NW Cor. of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run East to the NW cor. of the E $\frac{1}{4}$  of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence North to the NW cor. of the East  $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence N. 89°--48'--45" W. to SW Cor. of the E $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence North to the SE Cor. of NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence West to the SW cor. of the N $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; thence North to the NW cor. of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence East to a point that is 210 ft. West of the NE cor. of the West  $\frac{1}{4}$  of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence North to the North line of the SW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence S. 89°--52'--30" E. to the SW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence North to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence East to the NE Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence North to a point that is 690 ft. South of the NW cor. of S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence West 50 ft; thence North to the North line of the S $\frac{1}{4}$  of NE $\frac{1}{4}$  of SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence East to the East ROW of the G.M. & O Railroad; thence in a Northerly direction along said ROW to the point of beginning.

ALSO PHILADELPHIA MUNICIPAL AIRPORT AND ENTRANCE ROAD, DESCRIBED AS FOLLOWS:

Beginning at the NE cor. of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E and run West 451.96 ft; thence S. 5°--20' W. for 3,977.22 ft; thence East 451.96 ft; thence N. 5°--20' E. for 1,325.74 ft; thence East 577.50 ft; thence N. 5°--20' E. for 1,325.74 ft; thence West 577.50 ft; thence N. 5°--20' E. for 1,325.74 ft. to the point of beginning.

Beginning at a point where the North ROW of the Entrance Rd. of the Phila. Municipal Airport intersects the West ROW of Miss. Hwy. No. 19 and run Westerly along said North ROW to a point where said North ROW intersects East property line of the Phila. Municipal Airport; thence S. 5°--20' W. to the South ROW of the Entrance Rd. of Phila. Municipal Airport; thence Easterly along said ROW to the W. ROW of Miss. Hwy. No. 19; thence Northerly along said West ROW to the point of beginning.

AREA # 1

Beginning at a point where the West ROW of the I.C.G. Railroad intersects the North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, and run in a Northeasterly direction along the said West ROW of I.C.G. Railroad to the intersection of the West ROW of Hwy. No. 19 in the SW $\frac{1}{4}$  of SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along the said West ROW of Hwy. No. 19 to a ROW marker that begins Hwy. 19-Hwy. 15 interchange in the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along South ROW of said interchange to a ROW marker that is 575 ft. Southerly and perpendicular to Station No. 205 + 25 on New Hwy. No. 15 (By Pass); thence run in a Northwesterly direction along said South ROW of interchange to a ROW marker that is 310 ft. Southerly and perpendicular to Station No. 202 + 00 on New Hwy. No. 15 (By Pass); thence run in a Northwesterly direction along said South ROW of interchange to a point directly South of Station No. 199 + 00 on New Hwy. No 15 (By Pass); thence run North to the North line of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run East to the East ROW of I.C.G. Railroad on the North line of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southwesterly direction along the said East ROW of I.C.G. Railroad to the East ROW of I.C.G. Railroad spur line in the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southeasterly direction along said East ROW of I.C.G. Railroad spur line to the North line of the S $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run East to the NE cor. of the S $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run South to the NE Cor. of Sec. 24, T-11-N, R-11-E; thence run West to the East ROW of the I.C.G. Railroad on the North line of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$

of Sec. 24, T-11-N, R-11-E; thence run in a Southwesterly direction along the said East ROW of the I.C.G. Railroad to the North line of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to the West ROW of I.C.G. Railroad which is the point of beginning.

AREA # 2

Beginning at the NW Cor. of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; and run East to the NE cor. of the W $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the SE Cor. of the W $\frac{1}{2}$  of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the NE cor. of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the NE cor. of the S $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run West to the NW Cor. of the S $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the NW Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run S. 89°--37' W. to the NE Cor. of the W $\frac{1}{2}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run North to the NE Cor. of the W $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run West to the East ROW of Hwy. No. 15 (Business), being located in the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E, thence run in a Northeasterly direction along the said East ROW of Hwy. No. 15 (Business) to the West line of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run North to the NW cor. of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E, which is the point of beginning.

AREA # 3

Beginning at a point that is 302.3 ft. East of the NW Cor. of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E and run East to the Northeast Corner of the W $\frac{1}{2}$  of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, thence run South to the SE Cor. of the W $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run East to the NE Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run South to the North ROW of Hwy. No. 16, thence run in a Southeasterly direction along said North ROW of Hwy. No. 16 to a point on the said North ROW that is directly North of the East ROW of State Aid Project No. SAP 50 (27), being in the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 28, T-11-N, R-12-E, thence run South to the said East ROW of State Aid Project No. SAP 50 (27), thence continue to run in a Southerly direction along said East ROW of State Aid Project to North ROW of Hwy. No. 486; thence run due South to the South ROW of said Hwy. No. 486 in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 33, T-11-N, R-12-E; thence run in a Northwesterly direction along the said South ROW of Hwy. No. 486 to the East line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run North to the NE Cor. of the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run West to a point that is 25 ft. East of the center line of Public road known as Country Club Ave; thence run Northerly along a line 25 ft. East of said Country Club Ave. center line to the South ROW of Hwy. No. 16; thence run Easterly along said South ROW of Hwy. No. 16 for 628 ft. to the existing corporate limits. Thence run N. 4°--36' E. to a point that is 676.61 ft. East and 420.30 ft. South of the NW Cor. of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run S. 89°--15' W. for 374.7 ft; thence run N. 0°--03' E. for 415.4 ft. to a point that is 302.0 ft. East of the NW Cor. of the S $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, which is the point of beginning.

AREA # 4

Beginning at a point, on the South ROW of Hwy. No. 486 (Golf Course Road), that is 848.3 ft. East and 118.7 ft. South of the NW Cor. of Sec. 32, T-11-N, R-12-E (being the Northwest Cor. of Neshoba Central's property), and run S. 33°--32' W. for 87.7 ft; thence run N. 89°--25' W. for 197.5 ft; thence run N. 2°--07' E. for 223.2 ft. to said South ROW, thence run in a Southeasterly direction along said South ROW to the point of beginning.

AREA # 5

Beginning at a point 755.3 ft. South and 37 ft. West of the NE Cor. of Sec. 31, T-11-N, R-12-E, and run S. 12°--25' E. for 122.10 ft. along Neshoba Central's West Property line; thence run S. 0°--06' E. for 1,058 ft. along said West property line; thence run S. 79°--56' E. for 39 ft. along said West property line, thence run S. 24°--56' E. for 802 ft. along said West property line to the South line of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E, thence run East along said South line to the West ROW of St. Francis Drive; thence run S. 40°--59' W. along said West ROW of St. Francis Drive for 250 ft; thence run S. 54°--51' E. for 60 ft. to the Western Most Cor. of Philadelphia Country Club property in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run S. 59°--11' E. for 487 ft. to a Cor. on said Country Club property line fence; thence run N. 87°--52' E. for 1,093 ft. to a Cor. on said Country Club property; thence run S. 32°--13' W. to the SE Cor. of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run West along the South line of the NW $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E. to the Southwest ROW of Hwy. No. 19 on the South line of the Northwest  $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E, thence run in a Northwesterly direction along said ROW to the center line of a branch in the Central portion of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run in a Westerly direction along center line of said branch to a point that is 227 ft. at right angle to the center line of said Hwy. No. 19; thence run in a Northwesterly direction along a line 227 ft. Southwest and parallel to the center line of Hwy. No. 19 to a point on the South property line of Garan, Inc. which is 234.0 ft. South and 27.5 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run N. 42°--06' E. for 266.0 ft. to a point which is on the East ROW of Hwy. No. 19, and also being described as a point that is 21.9 ft. South and 208.6 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run in a Northwesterly direction along the East ROW of Hwy. No. 19 to the intersection of the South line of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run East to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E; thence run N. 0°--04'--30" E. Along the West line of the E $\frac{1}{2}$  of Sec. 31, T-11-N, R-12-E to a point that is 755.3 ft. South of the North section line of Sec. 31, T-11-N, R-12-E; thence run East to a point that is 755.3 ft. South and 37.0 ft. West of the NE Cor. of Sec. 31, T-11-N, R-12-E, which is the point of beginning.

AREA # 6

Beginning at the NW Cor. of the E $\frac{1}{2}$  of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E and run South to the intersection of the South ROW of the Weyerhaeuser Mill Road in the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run in a Southwesterly direction along the said South ROW of the Weyerhaeuser Mill Road to the North line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run East to the NE Cor. of

the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run South to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run West to the West ROW of the I.C.G. Railroad on the South line of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run in a Northeasterly direction to the intersection of the West ROW of Lewis Ave. in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run North-erly along the said West ROW of Lewis Ave. to the South line of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run S. 89°--48'--45" to the NW Cor. of the E $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, which is the point of beginning.

AREA # 7

Beginning at the SW Cor. of the N $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; and run West to the SW Cor. of the N $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; thence run North to the NW Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run East to the East ROW of Hwy. No. 15 (By Pass); thence run in a Northeasterly direction along said East ROW to a property line fence which is 229 ft. North of the South line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run in a Easterly direction along said property line fence to the East line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, and being 251 ft. North of the NW Cor. of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E; thence run South to the SW Cor. of the N $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E, which is the point of beginning.

AREA # 8

Beginning at the SW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, and run North to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run West to the NW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence run South to the SW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run S. 89°--52'--30" E. to the SW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, which is the point of beginning.

AREA # 9

Beginning at the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, and run North to the SE Cor. of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to the SW Cor. of Sec. 24, T-11-N, R-11-E, thence run North to the NW Cor. of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run East to the East ROW of a public Road on the North line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run in a Southerly direction along the said East ROW of Public road to the North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run West to a point that is 50 Ft. West of the NW Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run South 690 ft; thence run East 50 ft. to the East line of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, thence run South to the NE Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E; thence run West to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, which is the point of beginning.

IT IS FURTHER ORDERED-ADJUDGED AND DECREED that the outside corporate limits of the City of Philadelphia, Mississippi, be and they are as follows, to-wit:

Beginning at a point where the West ROW of the I.C.G. Railroad intersects the North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, and run in a Northeasterly direction along the said West ROW of I.C.G. Railroad to the intersection of the West ROW of Hwy. No. 19 in the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along the said West ROW of Hwy. No. 19 to a ROW marker that begins the Hwy. 19-Hwy. 15 Interchange in the SW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run in a Northwesterly direction along South ROW of said interchange to a ROW marker that is 575 ft. Southerly and perpendicular to Station No. 205 + 25 on New Hwy. No. 15 (By Pass); thence run in a Northwesterly direction along said South ROW of interchange to a ROW marker that is 310 ft. Southerly and perpendicular to Station No. 202 + 00 on New Hwy. No. 15 (By Pass); thence run in a Northwesterly direction along said South ROW of interchange to a point directly South of Station No. 199 + 00 on New Hwy. No. 15 (By Pass); thence run North to the North line of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run East to the East ROW of I.C.G. Railroad on the North line of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southwesterly direction along the said East ROW of I.C.G. Railroad to the East ROW of I.C.G. Railroad Spur line in the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run in a Southeasterly direction along said East ROW of I.C.G. Railroad Spur line to the North line of the S $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E; thence run East to the NE Cor. of the S $\frac{1}{4}$  of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, thence run North to the NW Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 18, T-11-N, R-12-E; thence run East to the NE Cor. of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 18, T-11-N, R-12-E; thence run South to the NW Cor. of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the NE Cor. of the W $\frac{1}{2}$  of the NE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the SE Cor. of the W $\frac{1}{2}$  of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the NE Cor. of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run South to the NE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run East to the SW Cor. of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 19, T-11-N, R-12-E; thence run S. 0°--04'--30" W. to the NW Cor. of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 30, T-11-N, R-12-E; thence run East to the NE Cor. of the W $\frac{1}{2}$  of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, thence run South to the SE Cor. of the W $\frac{1}{2}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E, thence run East to the NE Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 29, T-11-N, R-12-E; thence run South to the North ROW of Hwy. No. 16; thence run in a Southeasterly direction along said North ROW of Hwy. No. 16 to a point on the said North ROW that is directly North of the East ROW of State Aid Project No. SAP 50 (27), being in the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 28, T-11-N, R-12-E; thence run South to the said East ROW of State Aid Project No. SAP 50 (27); thence continue to run in a Southerly direction along said East ROW of State Aid Project to the North ROW of Hwy. No. 486; thence run due South to the South ROW of said Hwy. No. 486 in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 33, T-11-N, R-12-E, thence

run in a Northwesterly direction along the said South ROW of Hwy. No. 486 (Golf Course Road) to a point that is 848.3 ft. East and 518.7 ft. South of the NW Cor. of Sec. 32, T-11-N, R-12-E (being the Northwest Cor. of Neshoba Central's Property); thence run S.  $33^{\circ}$ -- $32'$  W. for 87.7 ft; thence run N.  $89^{\circ}$ -- $25'$  W. for 197.5 ft; thence run S.  $2^{\circ}$ -- $10'$  E. for 157.8 ft; thence run S.  $88^{\circ}$ -- $40'$  W. for 598.2 ft. to the West line of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E, thence run West for 37 ft, being a point that is 755.3 ft. South and 37 ft. West of the NE Cor. of Sec. 31, T-11-N, R-12-E; thence run S.  $12^{\circ}$ -- $25'$  E. for 122.10 ft. along Neshoba Central's West Property line; thence run S.  $0^{\circ}$ -- $06'$  E. for 1,058 ft. along said West property line; thence run S.  $79^{\circ}$ -- $56'$  E. for 39 ft. along said West property line, thence run S.  $24^{\circ}$ -- $56'$  E. for 802 ft. along said West property line to the South line of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E, thence run East along said South line to the West ROW of St. Francis Drive; thence run S.  $40^{\circ}$ -- $59'$  W. Along said West ROW of St. Francis Drive for 250 ft; thence run S.  $54^{\circ}$ -- $51'$  E. for 60 ft. to the Western Most Cor. of Philadelphia Country Club property in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 32, T-11-N, R-12-E; thence run S.  $59^{\circ}$ -- $11'$  E. for 487 ft. to a cor. on said Country Club property line fence; thence run N.  $87^{\circ}$ -- $52'$  E. for 1,093 ft. to a Cor. on said Country Club property; thence run S.  $32^{\circ}$ -- $13'$  W. to the SE Cor. of the NE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run West along the South line of the NW $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E. to the Southwest ROW of Hwy. No. 19 on the South line of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E, thence run in a Northwesterly direction along said ROW to the center line of a branch in the Central portion of the NW $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 6, T-10-N, R-12-E; thence run in a Westerly direction along center line of said branch to a point that is 227 ft. at right angle to the center line of said Hwy. No. 19; thence run in a Northwesterly direction along a line 227 ft. Southwest and parallel to the center line of Hwy. No. 19 to a point on the South property line of Garan, Inc., which is 234.0 ft. South and 27.5 ft. East of the SE Cor. of the SE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E, thence run S.  $42^{\circ}$ -- $06'$  W. for 514 ft; thence run N.  $86^{\circ}$ -- $16'$  W. for 453.7 ft; thence run N.  $14^{\circ}$ -- $08'$  E. for 100 ft.; thence run N.  $56^{\circ}$ -- $15'$  West for 646.05 ft. thence run West to the SE Cor. of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E, thence run North to a point that is 645 ft. South of the SW Cor. of the NE $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 31, T-11-N, R-12-E, thence run West to the West ROW of State Aid Project No. SAP 50 (10); thence run in a Northerly direction along said West ROW of State Aid Project SAP 50 (10) to the North line of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run West to the SW Cor. of the E $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run North to the NW Cor. of the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run East to the NW Cor. of the E $\frac{1}{4}$  of the S $\frac{1}{4}$  of the NE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run North to the South ROW of the Weyerhaeuser Mill Road in the SE $\frac{1}{4}$  of the NE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run in a Southwesterly direction along the said South ROW of the Weyerhaeuser Mill Road to the North line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run East to the NE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run South to the SE Cor. of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run West to the West ROW of the I.C.G. Railroad on the South line of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E, thence run in a North-easterly direction to the intersection of the West ROW of Lewis Ave. in the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run Northerly along the said West ROW of Lewis Ave. to the South line of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run N.  $89^{\circ}$ -- $48'$ -- $45''$  W. to the SW Cor. of the E $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run North to the SE Cor. of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 36, T-11-N, R-11-E; thence run West to the SW Cor. of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 35, T-11-N, R-11-E; thence run North to the NW Cor. of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, thence run East to the East ROW of Hwy. No. 15 (By Pass); thence run in a Northeasterly direction along said East ROW to a property line fence, which is 229 ft. North of the South line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, thence run in a Easterly direction along said property line fence to the East line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, and being 251 ft. North of the NW Cor. of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, thence run South to the NW Cor. of the SE $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 26, T-11-N, R-11-E, thence run East to a point that is 210 ft. West of the NE Cor. of the West  $\frac{1}{4}$  of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run North to the North line of the SW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run S.  $89^{\circ}$ -- $52'$ -- $30''$  E. to the SW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run North to the NW Cor. of the East 1/8 of the SW $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run East to the NW Cor. of the SE $\frac{1}{4}$  of the NW $\frac{1}{4}$  of Sec. 25, T-11-N, R-11-E, thence run North to the SE Cor. of the SW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, thence run West to the SW Cor. of Sec. 24, T-11-N, R-11-E; thence run North to the NW Cor. of the SW $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, thence run East to the East ROW of a Public Road on the North line of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run in a Southerly direction along the said East ROW of Public Road to the North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E; thence run East to the intersection of the said North line of the S $\frac{1}{4}$  of the NW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Sec. 24, T-11-N, R-11-E, and the West ROW of the I.C.G. Railroad, which is the point of beginning.

ALSO PHILADELPHIA MUNICIPAL AIRPORT AND ENTRANCE ROAD, DESCRIBED AS FOLLOWS:

Beginning at the NE Cor. of the NW $\frac{1}{4}$  of the SW $\frac{1}{4}$  of Sec. 13, T-11-N, R-11-E, and run West 451.96 ft; thence run S.  $5^{\circ}$ -- $20'$  W. for 3,977.22 ft; thence run East 451.96 ft; thence run N.  $5^{\circ}$ -- $20'$  E. for 1,325.74 ft. thence run East 577.50 ft.; thence run N.  $5^{\circ}$ -- $20'$  E. for 1,325.74 ft; thence run West 577.50 ft; thence run N.  $5^{\circ}$ -- $20'$  E. for 1,325.74 ft. to the point of beginning.

Beginning at a point where the North ROW of the Entrance Road of the Philadelphia Municipal Airport intersects the West ROW of Hwy. No. 19, and run Westerly along said North ROW to a point where said North ROW intersects East property line of the Philadelphia Municipal Airport; thence run S.  $5^{\circ}$ -- $20'$  W. to the South ROW of the Entrance Road of Philadelphia Municipal Airport; thence run Easterly along said South ROW to the West ROW of Hwy. No. 19; thence run Northerly along said West ROW to the point of beginning.

It is adjudicated that the population of the City of Philadelphia, Mississippi, according to the 1970 census was 6,274 inhabitants and the number of inhabitants after the enlargement and extension is 8,374 inhabitants.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Court costs in this cause will be taxed against the City of Philadelphia, Mississippi.

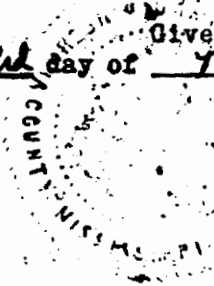
ORDERED, ADJUDGED AND DECREED IN OPEN COURT in the City of Philadelphia, Mississippi, in the courthouse on this the 23 day of May, 1978.

/s/ John C. Love, Jr.  
CHANCELLOR

STATE OF MISSISSIPPI  
WESHORA COUNTY.

I, Elizabeth Darby, Chancery Clerk in and for said State and County, hereby certify that the above and foregoing is a true and correct copy of that certain Decree recorded in Minute Book 48 Page 272-276 of the records of this office.

Given under my hand and seal of office, this the 23rd day of May 19 78



Elizabeth Darby  
Chancery Clerk  
By P. Ray

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI OPTOMETRIC FUND, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 6th day of June A. D., 1978.



*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State

MISSISSIPPI OPTOMETRIC FUND

At a duly called and legally held meeting of the Mississippi Optometric Fund held on the 22<sup>nd</sup> day of April, 1978, at which a quorum of the members was present, upon motion duly made, seconded and unanimously adopted, it was:

RESOLVED, that the Mississippi Optometric Fund 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 Mississippi Optometric Fund are authorized to execute an application for the charter of incorporation of the Mississippi Optometric Fund, Inc., said persons being:

W. E. Cochran, O.D.	P. O. Box 308 117 South Madison Kosciusko, Ms. 39090
James E. Herrington, O.D.	P. O. Box 1508 600 West Pine Street Hattiesburg, Ms. 39401
Helen A. St. Clair	5760 I-55 North Jackson, Ms. 39211

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, James E. Herrington, O.D., Secretary of the Mississippi Optometric Fund hereby certify that the foregoing is a true and correct copy of certain resolutions adopted by the Mississippi Optometric Fund 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 1<sup>st</sup> day of June, 1978.

James E. Herrington, O.D.  
Secretary

THE CHARTER OF INCORPORATION OF  
MISSISSIPPI OPTOMETRIC FUND

1. The corporate title of said company is:  
MISSISSIPPI OPTOMETRIC FUND, INC.
2. The names, street addresses and post office addresses  
of the incorporators are:

W. E. Cochran, O.D.	Post Office Box 308 117 South Madison Kosciusko, Miss. 39090
---------------------	--

James E. Herrington, O.D.	Post Office Box 1508 600 West Pine Street Hattiesburg, Miss. 39401
---------------------------	--

Helen A. St. Clair	5760 I-55 North Jackson, Miss. 39211
--------------------	---

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

3. The domicile is at 5760 I-55 North, Jackson,  
Mississippi 39211.
4. The corporation is non-profit and no shares of stock  
are to be issued and it is a civic improvement society.
5. The period of existence shall be perpetual.
6. The purpose for which it is created, not contrary to  
law, including a statement of the rights and powers  
that are to be exercised by said corporation, which  
said rights and powers shall be limited to those reason-  
ably necessary to accomplish the stated purpose of the  
association being incorporated:

To serve the citizens of the State of Mississippi by  
attempting to maintain and improve the professional  
Optometric care available to its citizens. The organiza-  
tion shall assist in civic improvement by assisting in

maintaining and providing optometric services to all areas of the state. When a practicing optometrist dies or becomes disabled, the organization shall assist the citizenry of that area by scheduling licensed optometrists to replace or assist the deceased or disabled optometrist.

Further, the organization shall attempt to locate and induce optometrists to move to areas in the state where there are no optometrists or where the local optometrist is anticipating retirement.

The corporation shall have the right to hold and own real or personal property and purchase or sell such property. It shall have the rights and powers to do all things necessary to effectuate the purposes of the corporation. The organization 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.

William E. Cochran, O.D.  
W. E. Cochran, O.D.

James E. Herrington, O.D.  
James E. Herrington, O.D.

Helen A. St. Clair  
Helen A. St. Clair

INCORPORATORS

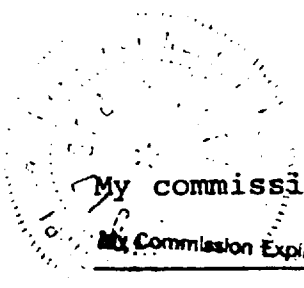
ACKNOWLEDGEMENTS

STATE OF MISSISSIPPI

COUNTY OF Hinds

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named W. E. COCHRAN, O.D., incorporator of the corporation known as MISSISSIPPI OPTOMETRIC FUND, INC., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation on the day and year therein shown.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 2nd day of June, 1978.



Margaret Neff  
Notary Public

My commission expires:  
My Commission Expires June 26, 1978

STATE OF MISSISSIPPI

COUNTY OF Hinds

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named JAMES E. HERRINGTON, O.D., incorporator of the corporation known as MISSISSIPPI OPTOMETRIC FUND, INC., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation on the day and year therein shown.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 1st day of June, 1978.

Margaret Neff  
Notary Public

My commission expires:  
My Commission Expires June 26, 1978

STATE OF MISSISSIPPI

COUNTY OF HINDS

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named HELEN A. ST. CLAIR, incorporator of the corporation known as MISSISSIPPI OPTOMETRIC FUND, INC., who acknowledged that she signed and delivered the above and foregoing Charter of Incorporation on the day and year therein shown.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, this the 6<sup>th</sup> day of June, 1978.

Margaret Neff  
Notary Public



My commission expires:  
My Commission Expires June 26, 1978

Received at the office of the Secretary of State, this  
the 6 day of June, 1978, 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

6 June, 1978

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.

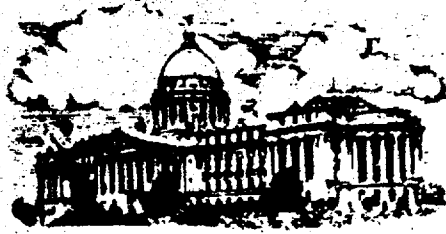
A. L. ...  
Attorney General

John H. ...  
Assistant Attorney General



# State of Mississippi

EXECUTIVE



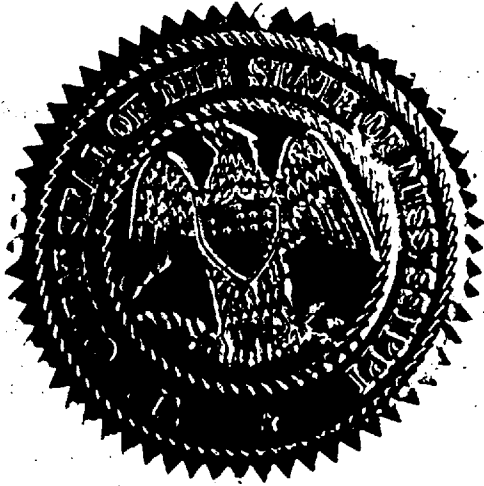
OFFICE

Jackson

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

MOUNT CALVARY COMMUNITY DEVELOPMENT AGENCY, INC.

*is hereby 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 June A. D., 1978.*

*Cliff Fitch*

Governor

Attest:

*Heber Ladner*  
Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED  
BY MOUNT CALVARY COMMUNITY DEVELOPMENT  
AGENCY, INC., AT A MEETING HELD ON  
MAY 22, 1978 AUTHORIZING AND ADOPTING  
AMENDMENTS TO THE CHARTER OF THE  
MOUNT CALVARY COMMUNITY DEVELOPMENT  
AGENCY, INC.

WHEREAS, Mount Calvary Community Development Agency, Inc., is a non-profit corporation existing by virtue of the laws of the State of Mississippi pursuant to its Charter issued on May 4, 1977.

WHEREAS, the members of this organization pursuant to proper notice and statutory requirements adopted the following resolution:

BE IT RESOLVED THAT the Charter of Mount Calvary Community Development Agency, Inc., be amended as fully set forth in the copy of the proposed amendments to the Charter of the said corporation, a copy of which is attached hereto as "Exhibit A" and is adopted herein by reference; and that John E. Cameron, Executive Director is hereby authorized and directed to proceed forthwith to take all actions to do all things necessary to effectuate the proposed amendments authorized by this resolution.

CERTIFICATE

I, JOHN E. CAMERON, Executive Director of MOUNT CALVARY COMMUNITY DEVELOPMENT AGENCY, INC., do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by MOUNT CALVARY COMMUNITY DEVELOPMENT AGENCY, INC., in a meeting assembled on the 22 day of May, 1978 in Jackson, Mississippi.

WITNESS MY SIGNATURE, this the 24 day of May, 1978.

  
JOHN E. CAMERON

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MOUNT CALVARY COMMUNITY DEVELOP-  
MENT AGENCY, INC., A NON-PROFIT  
CORPORATION.

Pursuant to Section 79-11-9 of the Mississippi Code Annotated (1972 as amended), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

The following amendments were adopted by a resolution of the members of the corporation on May 22, 1978 in the manner prescribed by law.

The Charter is amended to add the following:

6. (b) Specifically, to coordinate and supplement existing charitable, social, civic, and educational services in the city of Jackson and Hinds County, Mississippi, and to provide additional charitable civic improvement, day care centers, community centers, community services, development and improvement, to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

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

Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively to one or more charitable educational organizations which would then qualify under Section 501 (c)(3) of said Code and regulations; provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

(e)

(9) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns so long as a mortgage on the Corporation 's property is held by the Secretary of Housing and Urban Development.

No other changes are made in the Charter of the said corporation.

DATED: June 2, 1978.

MOUNT CALVARY COMMUNITY DEVELOPMENT AGENCY, INC.

BY: [Signature]  
JOHN E. CAMERON  
Executive Director

STATE OF MISSISSIPPI

COUNTY OF HINDS:::::

Personally appeared before me the undersigned authority in and for the state and county aforementioned, JOHN E. CAMERON, who after being duly sworn states that the above and foregoing instrument was signed by him on the date and year mentioned therein.

[Signature]  
NOTARY PUBLIC

Commission Expiration:

Sept. 16, 1981

Received at the office of the Secretary of State, this the 2<sup>nd</sup> day of June

A. D., 19 78, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John L. Ladd  
SECRETARY OF STATE.

Jackson, Miss..

June 6, 1978

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.

A. F. Summers  
ATTORNEY GENERAL

By Richard M. Allen  
Special Assistant Attorney General.

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SOUTH CENTRAL MISSISSIPPI RURAL HEALTH 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 June A. D., 1978.

*Calvin Fischer*

Governor

By the Governor

*Heber Lodner*

Secretary of State



RESOLUTION OF South Central Mississippi Rural Health 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.

BOOK 245 PAGE 184

Be it resolved by the members of South Central Mississippi Rural Health Association  
an unincorporated association of individuals, that it is the best interests  
of this association that it be forthwith incorporated as a nonprofit corporation  
under the law of the State of Mississippi applicable thereto and that  
Charles Hatten, Dolphus Weary, Wilmon Buckley  
are elected, appointed, designated and authorized to act as incorporators in  
applying for a charter of this association to be named South Central Mississippi Rural  
Health Association, Inc.; that they are fully empowered to do  
so and perform any and all other acts necessary to secure said charter and  
authorize the expenditure of such funds of the association as may be necessary  
so to do.

CERTIFICATE

I, Dolphus Weary, do hereby certify that I am the duly  
elected, qualified and acting Secretary of the above named unincorporated  
association of individuals, and that the foregoing is true and correct copy  
of a Resolution duly adopted at a meeting thereof held on the 25th day  
of May, 1978, at Mendenhall, 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 May, 1978.

Secretary Dolphus Weary



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

South Central Mississippi Rural Health Association

1. The corporation title of said company is:

South Central Mississippi Rural Health 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
Wilmon Buckley	Route 2, Box 116	Pinola,	Mississippi 39149
Dolphus Weary	305 Sally St.	Mendenhall,	Mississippi 39114
Charles Hatten	Route 2, Box 116	Pinola,	Mississippi 39149

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

3. The domicile is at P.O. Box 333, Mendenhall, Mississippi 39114

(Street and No.)

(City)

(State)

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

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

5. Period of existence shall be perpetual.

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

a.) To serve one or more primary health care facilities in Lawrence, Jefferson Davis, Simpson Counties, Mississippi and their environs, with the power to do and perform all acts and things necessary, convenient, suitable and proper in connection with or growing out of such objects and purposes.

b.) To function as an organization of primary health care facilities to facilitate implementation, in the area served, of primary health care delivery as defined in the Rural Health Initiative Regulations of the United States Department of Health, Education and Welfare, promulgated pursuant to Section 330 (Community Health Centers) of the Public Health Service Act.

c.) The corporation shall have its directors as its members.

d.) The affairs and business of the corporation shall be administered as determined by the Board of Directors. The number and appointment of such directors of the corporation shall be in accordance with the By-laws, subject to the following: The total number of directors shall be not less than nine nor more than twenty-five. The total membership will contain representatives of (1) providers of preventive, environmental and personal health services, and (2) consumers broadly representative of the geographic and socioeconomic distribution of the population served. Said consumer representatives shall constitute at least fifty-one percent of the total Board membership.

The original Board of Directors shall hold office for periods of time as follows: One-third shall hold office for a period of one year and until their successors have been designated; one-third shall hold office for a period of three years and until their successors have been designated; thereafter, members of the Board of Directors shall hold office for a term of three years and until their successors in office have been designated.

e.) 1. The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or to declare dividends.

2. No part of the net earnings of the corporation shall inure to the benefit of, or

be distributable to its Board of Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for professional services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles 6 a and b hereof. The corporation shall not intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

f.) This corporation shall commence business under these provisions at the time that this Charter of Incorporation is properly filed with appropriate authorities. The address of the registered office of the corporation is 401 N. Main St., Mendenhall, Mississippi 39114.

g.) This corporation shall have the power to borrow money needed for the prosecution of its business, and to issue its promissory obligations for payment thereof, and to pledge by mortgage or otherwise, all or any portion of its property or assets for the repayment thereof. This corporation shall from time to time make applications for grants from State and Federal Governmental and private foundations in accordance with its work. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, except as may be prohibited by Public Law.

h.) The provisions for the regulation of the internal affairs of the corporation are, as set forth in the By-laws, subject to the following:

1. Regular meetings of the Board of Directors shall be monthly as set forth in the By-laws.

2. A quorum shall consist of a majority of the Board of Directors members of record.

3. Special meetings of the Board of Directors shall be upon call of the chairman or any five members of the Board of Directors upon notice given to each member (1) personally, (2) by telephone or, (3) by regular United States Mail, properly addressed and posted, at least seven days before the time of such meeting. Meetings shall be at such time and place as may be provided in such notice. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting and notice may also be waived by written instrument filed with the secretary of the corporation.

4. The Board of Directors shall elect from among themselves a chairman, a vice-chairman a secretary and a treasurer. Any one or more offices may be held by the same person, except the office of chairman. The term of office shall be two years and officers may be re-elected to succeed themselves. The duties and functions of each officer of the Board of Directors are, as authorized, in the By-laws of the corporation. Any officer or member of the Board of Directors may be removed by a two-thirds vote of the entire Board of Directors of record at a duly scheduled or called meeting. Due process as provided in the By-laws will be observed.

5. The chairman shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business affairs of the corporation. He shall sign, with the secretary or other proper officer of the corporation thereto authorized by the Board of Directors, any deeds or other instruments which have been authorized to be executed and, in general, shall perform all the duties incident to the office of the chairman and such other duties as may be prescribed by the Board of Directors from time to time.

6. The vice-chairman shall perform the duties of the chairman in his absence and such other duties as requested by the chairman.

7. The secretary shall keep a record book of the affairs of the corporation and of all the proceedings, accounts, funds, and securities of the corporation and shall keep a record of minutes of the meetings of the Board of Directors and which records shall be at all times open to the inspection of each member.

8. The treasurer shall be custodian of the corporation's funds. The treasurer shall insure the acceptance and deposit in accounts in banks established for that purpose all incoming monies in the name of the corporation. Further, he shall insure checks are issued for payment of all approved indebtedness of the corporation. The corporation shall maintain a set of books showing all receipts of money and all disbursements and shall make proper accounting to the Board of Directors through the Finance Committee.

9. A vacancy in the office of chairman, vice-chairman, secretary or treasurer shall be filled at the next regular scheduled or called meeting after the vacancy occurs.

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

j.) The Charter of Incorporation may be amended by a majority of the Board of Directors present at any regular or special meeting at which a quorum is present provided at least seven days written notice is given of intention to alter, amend, or substitute any or all portions of the Charter and after proper registry with the Judge of Probate in County of operation.

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: Dolphus Weary Dolphus Weary  
Wilmon Buckley Wilmon Buckley  
Charles Hatten Charles Hatten  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Incorporators

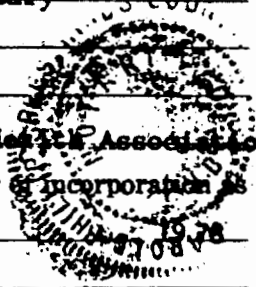
ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Dolphus Weary  
Wilmon Buckley, Charles Hatten

incorporators of the corporation known as the South Central Mississippi Rural Health Association, Inc.  
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as  
(his) (their) act and deeds on this the 25th day of May,  
My Commission Expires February 3, 1972  
Harold Phillip Spies  
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 6th day of June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.

Heber Laber  
Secretary of State

Jackson, Miss., June 6th, 1978

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.

A. F. Sumner  
Attorney General

By Richard M. Allen  
Special Assistant Attorney General

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

BOOK 245 PA. 180

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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 DURANT, MISSISSIPPI**

*was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND FORTY-FIVE, PAGES 189 - 196*

*Given under my hand and Seal  
of office hereunto affixed, this  
7th Day of June, 1978*



*Heber Ladner*  
SECRETARY OF STATE

IN THE CHANCERY COURT OF HOLMES COUNTY, MISSISSIPPI

IN THE MATTER OF THE EXTENSION OF THE  
BOUNDARIES OF THE CITY OF DURANT.

CAUSE NO. 13,563

DECREE APPROVING, RATIFYING AND CONFIRMING AN ORDINANCE  
OF THE CITY OF DURANT FOR THE EXTENSION OF THE BOUNDARIES  
BY THE CITY OF DURANT, MISSISSIPPI

This day, February 21, 1978, this cause came on for hearing, on the petition by the City of Durant, Mississippi, for confirmation of extension of boundaries by the City of Durant, proof of publication of notice of hearing on such petition, the petition in this cause having been filed on January 17, 1978, and the cause having been set by order dated January 17, 1978, by the Chancellor, for hearing at 9:00 A.M. on the 21st day of February, 1978, at the Courthouse in the City of Lexington, Mississippi, and on notice duly published for hearing on the said petition, and which notice to all persons interested in, affected by, or having objections to enlarging the boundaries of the City of Durant as hereby authorized having been published in the Durant Plaindealer, a weekly newspaper having a general circulation in said County, including the territory hereby authorized to be annexed to the City of Durant, same having been published in said newspaper in its issues dated January 19, 1978, January 26, 1978, February 2, 1978, and February 9, 1978, due proof of which publication has been made and filed herein, and is now before the Court, reference to which is here made; and it appearing to the Court that the Clerk of this Court has caused said notice to be published, as by law provided, to all persons interested in, affected by, or having objections to enlarging the boundaries of the City of Durant as hereby authorized, and that there has been posted a copy of such notice in three public places in the parcels or tracts of such territory hereby authorized to be annexed to the City of Durant, and it further appearing to the Court that said notice of hearing has been published and posted for the required time and in the manner and form as by law provided;

FILED 21 FEB. 1978 11:30 A.M.  
JUL MOORE CLERK  
*Margaret L. [Signature]*

State of Mississippi  
Holmes County }  
I, Joe Moore, Chancery Clerk, do hereby certify that the foregoing instrument of writing is a true and correct copy of  
[Signature]  
as the same appears of record in Book No. 48  
page 392 of the Records of Holmes County, Mississippi.  
Witness my hand and seal of office, this 21  
day of FEBRUARY, 1978.  
JOE MOORE, Clerk  
By [Signature] P.C.

And it further appearing to the Court that the Mayor and Board of Aldermen of the City of Durant have caused to be published, as may be by law provided, an Ordinance hereinafter mentioned, for the extension of the boundaries of the City of Durant by having said Ordinance published in the Durant Plaindealer, in its issue dated January 12, 1978, due proof of the publication thereof being on file with the Clerk of the Mayor and Board of Aldermen of the City of Durant;

And this cause further coming on for hearing on oral and documentary proof had and taken in open court; and it further appearing to the Court that all necessary parties hereto are now properly before this court, and that Calvin R. King, City Attorney for the City of Durant has made and filed herein on February 21, 1978, his affidavit to the effect that the notices required to be posted in said City and in the area hereby authorized to be annexed to said City have been so published and posted, as aforesaid; and it further appearing to the Court that said petition by the City of Durant was filed herein on January 17, 1978, and that during the regular January 1978 meeting of the Mayor and Board of Aldermen of the City of Durant, held on January 3, 1978, an ordinance was passed and adopted, extending the corporate limits and boundaries of said City, whereby there was proposed to be included in the corporate limits of the City of Durant the parcel or tract of land hereinafter described, and that a certified copy of said Ordinance is annexed to said petition, and that said Ordinance defines the entire boundaries of said City of Durant after the addition of said territory proposed to be included in the corporate limits of said City, and said Ordinance described in general terms the proposed improvements to be made in the annexed territory and the manner and extent of such improvements and the time within which such improvements are to be made, and a statement of the municipal and public services which the City of Durant proposes to render in such annexed territory;

And it further appearing to the Court that said Petitioner has filed with its petition a map or plat of the municipal boundaries of said City of Durant as they will exist in the event such enlargement becomes effective, and that none of said territory proposed to be annexed to the City of Durant is located within three miles of the corporate limits or boundaries of any other existing municipality, and that such enlargement of the limits or boundaries of said City of Durant is reasonable and is required for the public convenience and necessity, and the Court finding as a fact that reasonable public and municipal services will be rendered in the annexed territory within a reasonable time;

IT IS, THEREFORE, FURTHER CONSIDERED BY THE COURT, AND SO ORDERED, ADJUDGED AND DECREED, as follows, to-wit:

a. That that certain Ordinance passed and adopted by the Mayor and Board of Aldermen of the City of Durant, in Holmes County, Mississippi, at its regular January 1978 meeting, held on January 3, 1978, styled and entitled: "ORDINANCE EXTENDING THE CITY LIMITS OF THE CITY OF DURANT, MISSISSIPPI" whereby said Board proposed that there be included in the corporate limits of said City of Durant, the following described land adjacent to the City of Durant and situate in the County of Holmes and State of Mississippi and more particularly described as follows, to-wit:

NEW ADDITION - PART A: Begin at a concrete marker at the Northeast corner of the original Durant City Limits and run North 27 degrees 24 minutes East for 975 feet to the center of Indian Creek; thence run along the thread of Indian Creek North 37 degrees 30 minutes west for 74 feet; thence run south 81 degrees 30 minutes west for 191 feet; thence run north 22 degrees west for 239 feet; thence run south 57 degrees 30 minutes west for 123 feet; thence run north 76 degrees west for 330 feet; thence run north 32 degrees west for 400 feet to a bridge on U.S. Highway No. 51; thence continue along the thread of Indian Creed in a northwesterly direction for 2180 feet to the north line of Section 1, Township 14 North, Range 4 East; thence run west to the section corner common to Sections 1 & 2,



Township 14 North, Range 4 East, and Sections 35 & 36, Township 15 North, Range 4 East; thence run South 6 degrees east for 1,020 feet; thence run south 10 degrees 30 minutes west for 467 feet; thence run south 2 degrees west for 918 feet; thence run south 67 degrees 30 minutes east for 880 feet; thence run south 86 degrees 35 minutes east for 557 feet; thence run south 66 degrees east for 603 feet to the point of beginning and close; located partially in Sectional Lots 3 and 4 of Section 1, Township 14 North, Range 4 East, and partially in the NW $\frac{1}{4}$  of Section 12, Township 14 North, Range 4 East, Holmes County, Mississippi.

NEW ADDITION- PART B: From a concrete marker at the Northeast corner of the original Durant City Limits run south 27 degrees 24 minutes west for 1869 feet; thence run east for 112.5 feet; thence run south 14 degrees 10 minutes east for 620 feet to the point of beginning of this description; thence run east for 18 chains; thence run south for 11 chains; thence run east for 40 chains; thence run south for 12.5 chains; thence run west for 20 chains; thence run south for 6.48 chains; thence run westerly along a fence and old hedgerow for 36 chains; thence run north 27 degrees 24 minutes east for 7.5 chains; thence run north 14 degrees 10 minutes west for 1329.7 feet to the point of beginning to close; located partially in the SW $\frac{1}{4}$  of Section 12, Township 14 North, Range 4 East, and partially in the SE $\frac{1}{4}$  of Section 12, Township 14 North, Range 4 East, Holmes County, Mississippi.

And whereby the said Board proposed that the corporate limits of the said City of Durant as thereby extended and enlarged shall be as follows, to-wit:

Begin at the Section corner common to Sections 2,3,10 and 11, Township 14 North, Range 4 East, and run North for 1200 feet; thence run east for 2453 feet; thence run south for 2106 feet; thence run south 58 degrees 41 minutes east for 61.5 feet; thence run East for 2670 feet; thence run North for 558 feet; thence run

North 2 degrees east for 918 feet; thence run North 10 degrees 30 minutes East for 467 feet; thence run North 6 degrees West for 1020 feet to the Northwest Corner of Section 1, Township 14 North, Range 4 East; thence run East to Indian Creek; thence run along the thread of Indian Creek in a Southeasterly direction for 2180 feet to the east side of a bridge on U.S. Highway No. 51; thence run south 32 degrees east for 400 feet; thence run south 76 degrees east for 330 feet; thence run north 57 degrees 30 minutes east for 123 feet; thence run south 22 degrees east for 239 feet; thence run north 81 degrees 30 minutes east for 191 feet; thence run south 37 degrees 30 minutes east for 74 feet; thence run south 27 degrees 24 minutes west for 2844 feet; thence run east for 112.5 feet; thence run south 14 degrees 10 minutes east for 620 feet; thence run east for 18 chains; thence run south for 11 chains; thence run east for 40 chains; thence run south for 12.5 chains; thence run west for 20 chains; thence run south for 6.48 chains; thence run Westerly along a fence and old hedgerow for 36 chains; thence run south 27 degrees 24 minutes west for 5116.2 feet; thence run south 52 degrees 19 minutes west for 949.33 feet; thence run north 62 degrees 36 minutes west for 5319.5 feet; thence run north 27 degrees 24 minutes east for 5026.5 feet; thence run north 69 degrees 20 minutes west for 1215.5 feet; thence run north for 2778.5 feet to the point of beginning to close, being a part of Sections 1,2,11,12, 13,14 and 15, Township 14 North, Range 4 East, Holmes County, Mississippi.

be, and the same is hereby approved, ratified and confirmed in all respects.

b. This decree shall become effective after the passage of ten (10) days from this date.

c. Upon this decree becoming final, the Clerk of the Court is directed to furnish a certified copy hereof to the Secretary of State, Jackson, Mississippi, and petitioner, the City of Durant, shall furnish to the Chancery Clerk of Holmes County, Mississippi, a map or plat of the

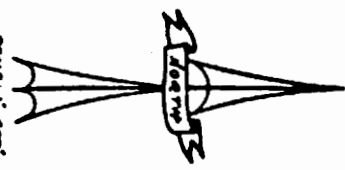
boundaries of the City of Durant, as altered, which map or plat shall be recorded in the official plat books of the County by said Clerk.

ORDERED, ADJUDGED AND DECREED, on this the 21st day of February, 1978.

  
\_\_\_\_\_  
CHANCELLOR

**DURANT, MISSISSIPPI**  
 PLANNED LOTS SUBDIVISION

Scale: 1" = 60'



**LEGEND**  
 - - - - - Proposed Boundary for Lots  
 - - - - - Proposed Boundary for Block  
 - - - - - Section Line of Township, Lot Line  
 - - - - - Road Right-of-Way  
 - - - - - Utility Line

Approved by the Board of Supervisors of the County of Madison, Mississippi, on this 15th day of August, 1935.  
 J. C. [Signature]  
 Board of Supervisors

Approved by the Board of Supervisors of the County of Madison, Mississippi, on this 15th day of August, 1935.  
 J. C. [Signature]  
 Board of Supervisors

**DESCRIPTION**  
 This is a plat of land in the County of Madison, State of Mississippi, containing 100 acres, more or less, and is situated in the Township of Durant, Range 10 East, and is bounded as follows: on the north by the 1200 feet wide right-of-way for the Durant Road, on the east by the 1200 feet wide right-of-way for the Durant Road, on the south by the 1200 feet wide right-of-way for the Durant Road, and on the west by the 1200 feet wide right-of-way for the Durant Road. The land is divided into 100 lots, each containing one acre, more or less. The lots are numbered 1 through 100. The plat is subject to the provisions of the Act of the Legislature of the State of Mississippi, passed on the 15th day of August, 1935, relating to the subdivision of land into lots.

Witness my hand and the seal of the County of Madison, Mississippi, on this 15th day of August, 1935.  
 J. C. [Signature]  
 Clerk of Board

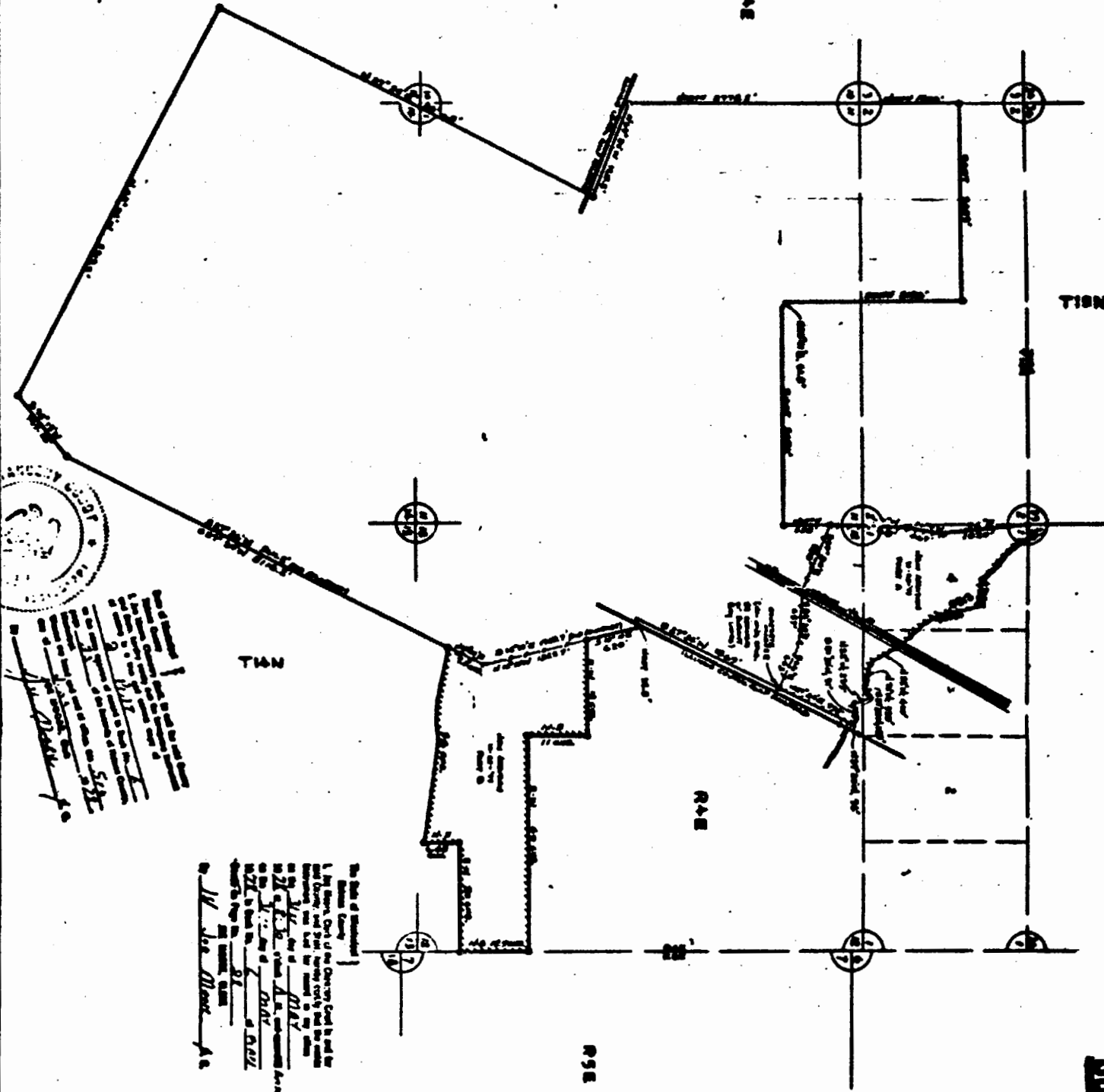
Witness my hand and the seal of the County of Madison, Mississippi, on this 15th day of August, 1935.  
 J. C. [Signature]  
 Clerk of Board

The State of Mississippi  
 Madison County  
 I, J. C. Durant, Clerk of the County Court, do hereby certify that the above and foregoing plat of land is a true and correct copy of the original plat on file in my office.  
 J. C. Durant  
 Clerk of Board



Approved by the Board of Supervisors of the County of Madison, Mississippi, on this 15th day of August, 1935.  
 J. C. [Signature]  
 Board of Supervisors

Survey & Platting by J. C. Durant  
 J. C. Durant  
 Surveyor  
 Durant, Mississippi



# State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

PICAYUNE JAYCEES, INC.

*is hereby 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 June A. D., 1978.



Attest:

*Heber Ladner*  
Secretary of State

*Calvin Fitch*

Secretary

RESOLUTION

"WHEREAS, the Picayune Jaycees, Inc. is a non-profit, non-share corporation, which has been inactive for several years, but which was reorganized and reactivated in October, 1977, and has been engaged in several activities in furtherance of its generally expressed purposes since that time and since the said Picayune Jaycees, Inc. is desirous of obtaining tax exemption status from both the Federal and State governments, and the present Charter for the Picayune Jaycees, Inc. on file with the Secretary of State of Mississippi and the Pearl River County Chancery Clerk, does not contain sufficient language and content to permit the obtaining of such exemption status, now therefore:

members of

BE IT RESOLVED, by the/Picayune Jaycees, Inc. a non-profit, non-share corporation, that Tommy D. Keen, President, and Haynes L. Haselmaier, Secretary, of the said Picayune Jaycees, Inc., be and they are hereby authorized to submit the hereinafter described Amendment to the original Charter of Incorporation for the Picayune Jaycees, Inc., to the Secretary of State of Mississippi and the Pearl River County Chancery Clerk as required by the laws of the State of Mississippi:

1. That Article 6. stating the purposes for which the said non-profit, non-share corporation was created, be amended to read additionally as follows:

- D. Civic service through the organized efforts of the young men of the community to promote the welfare of the community and its citizens through active, constructive projects and to provide the young men constituting its membership training and leadership and to instill civic consciousness to better their usefulness as citizens.
- E. To carry on any other matter or business which may seem to this organization to be calculated, directly or indirectly, to promoting or effectuating the aforesaid objects, or any of them, and to facilitate the transaction of the aforesaid business that may be part thereof or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the organization and promote the objectives for which the organization is formed.
- F. This corporation is organized exclusively as a non-profit civic organization for the promotion of social welfare and the common good and general welfare of the community and those purposes within the meaning of Section 501(c) (4) of the Internal Revenue Code of 1954, as amended.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in the above stated articles. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

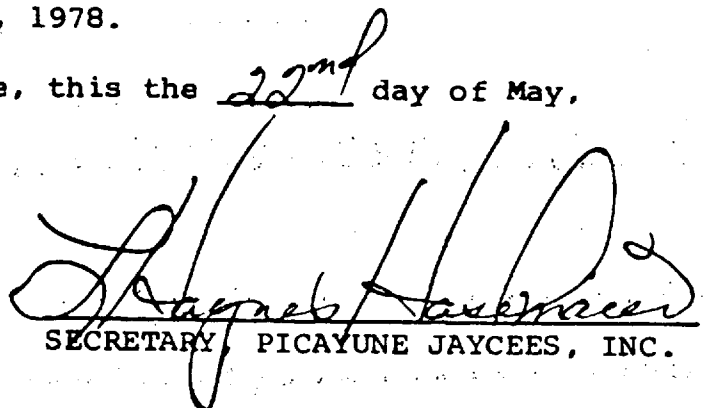
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(4) or 501(c)(3) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public use."

This is to certify that the foregoing Resolution was by the members of the Corporation at a regular meeting thereof unanimously passed and adopted and entered on the Minutes

of the Picayune Jaycees, Inc., a non-profit, non-share corporation, at a regular meeting of said organization, a quorum being present, held in Picayune, Mississippi, on the 16<sup>th</sup> day of May, 1978.

WITNESS my signature, this the 22<sup>nd</sup> day of May, 1978.

  
SECRETARY, PICAYUNE JAYCEES, INC.

AMENDMENT TO CHARTER OF INCORPORATION OF  
PICAYUNE JAYCEES, INC.

Pursuant to Section 79-11-9, Mississippi Code Ann. of 1972, as amended, the members of the Picayune Jaycees, Inc., a non-profit, non-share corporation, acting in accordance with a Resolution adopted on May 16, 1978, do hereby submit the following Amendment to Article Six (6.) of the Charter of Incorporation of Picayune Jaycees, Inc., to read as follows:

- D. Civic service through the organized efforts of the young men of the community to promote the welfare of the community and its citizens through active, constructive projects and to provide the young men constituting its membership training and leadership and to instill civic consciousness to better their usefulness as citizens.
- E. To carry on any other matter or business which may seem to this organization to be calculated, directly or indirectly, to promoting or effectuating the aforesaid objects, or any of them, and to facilitate the transaction of the aforesaid business that may be part thereof or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the organization and promote the objectives for which the organization is formed.
- F. This corporation is organized exclusively as a non-profit civic organization for the promotion of social welfare and the common good and general welfare of the community and those purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, as amended.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the above stated articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(4) of the Internal Revenue Code of



1954, as amended.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(4) or 501(c)(3) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public use.

Tommy D. Keen  
TOMMY D. KEEN  
Its President

STATE OF MISSISSIPPI  
COUNTY OF PEARL RIVER

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named TOMMY D. KEEN, President of PICAYUNE JAYCEES, INC., a Mississippi corporation, who acknowledged to me that he signed, executed and delivered the above and foregoing instrument for and on behalf of PICAYUNE JAYCEES, INC., on the day, in the year, and for the purposes therein contained, he having been first duly authorized so to do.

GIVEN under my hand and official seal of office on this the 11th day of May, A. D., 1978.

A. Arnold Luther  
NOTARY PUBLIC



Commission Expires:

My Commission Expires Feb. 18, 1981

Received at the office of the Secretary of State, this the 29<sup>th</sup> day of May

A. D., 1978, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Falan  
SECRETARY OF STATE.

Jackson, Miss..

May 31, 1978

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

A. F. Summer  
ATTORNEY GENERAL.

By Richard M. Allen  
Special Assistant Attorney General.

# State of Mississippi

BOOK 245 PAGE 203

EXECUTIVE



OFFICE

Jackson

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

TIE PLANT COMMUNITY SERVICE CLUB, INC.

*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 June A. D., 1978.*

*Calvin Finch*

*Governor*

There came on for consideration by the membership of the TIE PLANT COMMUNITY SERVICE CLUB, Inc., the matter of amending its charter, and after a discussion on such subject matter, member Willie Tidwell offered and moved the adoption of the following resolution.

NOW THEREFORE, Be it resolved by the membership of the TIE PLANT COMMUNITY SERVICE CLUB, Inc., Tie Plant, Mississippi, as follows:

Section 1: Paragraph No. 7 of the Charter of Incorporations of the Tie Plant Community Service Club, Inc., be amended to include the following:

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

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

Section 2: That the Secretary of the aforesaid club be authorized and directed to furnish a copy of the resolution to the Secretary of State, State of Mississippi.

Member Hatrul Jackson, seconded, the motion and upon being put to a vote, the membership approved the amendment.

The President thereupon declared the motion carried and the resolution adopted this the 17th day of May, 1978.



Viola E. Tidwell  
President

Mar. E. Loh B. Dualls  
Secretary

CERTIFICATE

I, the undersigned Secretary of the TIE PLANT COMMUNITY SERVICE CLUB, Inc., do hereby certify that the above and foregoing is a true and correct copy of a resolution passed by the membership of said club on the 17th day of May, 1978.

This the 17th day of May, 1978.



✓ Mrs. Eddy B. Dualls  
Secretary

ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF

TIE PLANT COMMUNITY SERVICE CLUB, Inc.

Pursuant to Section 79-11-9 of the Mississippi Code of 1972 (annon) the above named corporation adopts the following Articles of Amendment to its Articles of Incorporation, and adds the following to paragraph No. 7 thereof:

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

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

This the 17th day of May, 1978.

Viola E. Tidwell  
President



ATTEST:

Mrs. Eddy B. Qualls  
Secretary

STATE OF MISSISSIPPI,  
COUNTY OF GRENADA.

This day personally appeared before me, the undersigned authority in and for the above county and state, Viola E. Tidwell, President and Eddy B. Qualls, Secretary of TIE PLANT COMMUNITY SERVICE CLUB, Inc., who acknowledged that they signed and delivered the above and foregoing amendment to Articles of Incorporation on this the 17th day of May, 1978.

Given under my hand and official seal on this the 17  
day of May, 1978.

Samuel J. Wirth  
NOTARY PUBLIC



MY COMMISSION EXPIRES: 1-4-75

Received at the office of the Secretary of State, this the 30<sup>th</sup> day of May

A. D., 1978, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
SECRETARY OF STATE.

Jackson, Miss.,

2 June 78

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

A. J. James  
ATTORNEY GENERAL  
By John M. Nelson  
Assistant Attorney General



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SENIOR CITIZEN 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 June A. D., 1978.



*Calvin Tuck*

Governor

By the Governor

*Heber Ladner*

Secretary of State

May 11, 1978

## Senior Citizen Club

A meeting to organize the Senior Citizen Club was held at seven o'clock in the dining hall of Lottie;s cafeteria on South fourth Avenue in Laurel. At this time the following proceedings and discussions were rendered.:

The meeting was called to order by Mrs, Mattie Pickens , Acting Chairman. There was thirty members present.

The following officers were elected:

Mrs. Mattie Pickens-----President  
 Mrs. Gloria Jones-----V. Pres.  
 Mrs. Bertie McGill-----Sect'y  
 Mrs. Betty Watson-----Assn't Sect'y  
 Mr. McClain Evers-----Treasurer  
 Mr. Gressett McCarty-----Assn't Treas.  
 Sick Committees  
 Mrs. Martha Veasley; Ella M. Jefferson & May Nichols  
 Social Committees  
 Mrs. Minnie Robinson; Stella Brown & Mr. Blue Wheaton

It was proposed that, the club be established as a non profit organization to raise money to provide both civic and social improvements for the Senior Citizens of Laurel under the laws of Mississippi. The proposed Charter was presented to the members and fully discussed. It was motioned and second that, Mrs. Mattie Pickens; Mrs. Bertie Mae McGill and Mr. McClain Evers be authorized to secure the charter and given full rights to do any and all things necessary to secure issuance, including any revisions that may be necessary or disereable. It was also said for Mrs. Pickens to secure any legal advice that is necessary to secure this charter. It was motioned and second that the proposal be adopted. The meeting was adjourned.

Mrs. Bertie McGill  
 Sect'y

## RESOLUTION DESIGNATING REGISTRATION

This day, this meeting having been duly called and notice given in accordance with law, and the following directors having been present and waived any formality or defficiency of notice of the meeting of the directors of the Senior Citizen Club at 412 Masonite Drive at 1 o'clock p.m. on the 24 day of May, A.D. 1978 and said meeting having been duly called to order and on motion duly made and seconded, it was resolved that Mattie Pickins whose address is 412 Masonite Drive, Laurel, Mississippi, serve as the Registered Agent for process for the Senior Citizen Club.

Bertie McGill  
Chairman

STATE OF MISSISSIPPI

COUNTY OF JONES

## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Mattie Pickins, hereby agree to serve as the Registered Agent for the receipt of legal process of the Senior Citizen Club and hereby certify that I am an adult resident citizen of the Second Judicial District of Jones County, Mississippi and that my street address and Post Office address in said city is 412 Masonite Drive.

WITNESS MY SIGNATURE this the 24 day of May, 1978.

Mattie Pickins  
Mattie Pickins

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

### SENIOR CITIZEN CLUB

1. The corporation title of said company is: SENIOR CITIZEN 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
Mattie Pickens	412 Masonite Drive	Laurel	Mississippi
Bertie McGill	33-A Johnson Circle	Laurel	Mississippi
McClane Evers	983 South Maple	Laurel	Mississippi

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

3. The domicile is at 412 Masonite Drive Laurel Mississippi  
(Street and No.) (City) (State)

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

This is to be a non-profit corporation and no shares of stock shall be issued. This is a charitable organization.

5. Period of existence shall be perpetual.

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

To render assistance to the aged and economically disadvantaged persons; teach industrial and employment skills, provide economic assistance to minority, economically disadvantaged, or exceptionally talented students in pursuing higher education;

To engage in and to buy, sell, lease, rent and generally deal in real property, wood finishing equipment, trucks, motors, farm equipment, boats, airplanes, and other methods of transportation, machinery, supplies, parts, equipment, accessories, gasoline, oils, greases, petroleum products, tires, tools, batteries, dyes, presses, chemicals, and all other goods, wares, and merchandise;

To lend money or borrow money or take security for loans and do all things incidental to the lending or borrowing of money;

To buy, sell, discount, pledge, give or otherwise dispose of all kinds of notes, deeds of trust, and other evidences of indebtedness and

securities, whether or not connected with any of the above enumerated businesses;

To purchase or otherwise acquire and hold, own, maintain, work, develop, sell, lease, exchange, convey, mortgage, manage, or otherwise dispose of, or acquire, possess, and deal in the lands, leases and any interest, estate, and rights of real property, in any personal or mixed property, and to do anything appropriate for any of the purposes expressed in this paragraph, including the right to acquire, buy, purchase, merger or otherwise acquire in whole or in part any other business;

To engage in the retail, wholesale or manufacturing of any consumer products or to act as a general or special agent for any manufacturer, wholesaler or retailer;

To deal in trading stamps, coupons, and other promotion of business generally, in any thing convenient thereto;

To do any and all things herein set forth to the same extent as a natural person might or could do as principals, agents, contractors, trustees, or otherwise in any capacity either alone or in the company of others, and to carry on any other business connection therewith, whether manufacturing or otherwise;

It is the intention that each of the objects, purposes, and powers specified in each of the above subparagraphs of paragraph 6 of the Charter of Incorporation of the Senior Citizen Club shall in no way limit or restrict the terms of any of the other subparagraphs and each paragraph shall be regarded as independent objects and powers and the enumerations of the specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude the other, although it be of like nature, and all subparagraphs are in furtherance and not in limitation of other subparagraphs, and all enumerated powers are in addition to those allowed by the statute.

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

BOOK 245 PAGE 214

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: Mattie Pickens  
Bertie McGill  
McClane Evers  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
**Incorporators**

**ACKNOWLEDGMENT**

STATE OF MISSISSIPPI }  
County of Jones

This day personally appeared before me, the undersigned authority Mattie Pickens,  
Bertie McGill, McClane Evers,  
\_\_\_\_\_  
\_\_\_\_\_  
incorporators of the corporation known as the SENIOR CITIZEN CLUB, INC.  
who acknowledged that (they) signed and delivered the above and foregoing charter of incorporation as  
(their) act and deeds on this the 29 day of July, 1978

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 29<sup>th</sup> day of July  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.  
John Palmer  
Secretary of State

Jackson, Miss., 31 July, 1978

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.  
John Palmer Attorney General  
By John M. Hester Assistant Attorney General

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

# State of Mississippi



EXECUTIVE

OFFICE

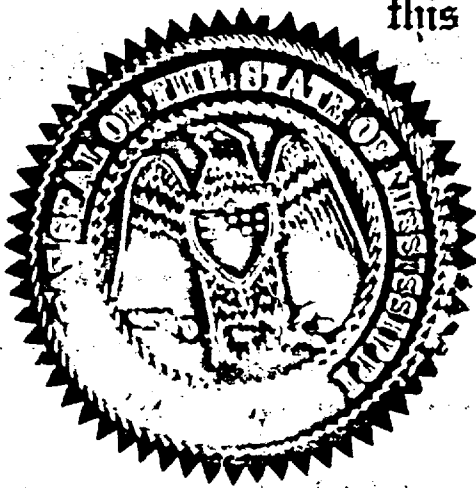
JACKSON

The within and foregoing Charter of Incorporation of

ROCKWELL INTERNATIONAL FLYING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 30th day of May A. D., 1978.



*Calvin Finch*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State



DEPARTMENT OF JUSTICE  
Office of the Attorney General  
JACKSON, MISSISSIPPI 39205

A. F. SUMMER  
ATTORNEY GENERAL

May 23, 1978

GEORGE M. SWINDOLL  
ASSISTANT ATTORNEY GENERAL

Mr. Herman Glazier  
Executive Assistant To The Governor  
Sillers Building  
Jackson, Mississippi

Re: Application for Domestication  
Rockwell International  
Flying Club, Inc.  
El Segundo, California

Dear Mr. Glazier:

In accordance with your request dated May 19, 1978, regarding the above captioned foregoing corporation, I have examined the documents enclosed herewith and find nothing in said charter of articles of incorporation or association that is violative of the Constitution or Laws of this State.

It is understood, of course, that upon domestication of said corporation, it shall, regardless of any provisions of its charter or the laws of the State of its creation, become subject to all the relevant laws of the State of Mississippi and particularly, the last sentence of Section 79-1-23, Mississippi Code of 1972.

With kind regards, I am

Very truly yours,

George M. Swindoll  
Assistant Attorney General

GMS:cm  
Encls.



# State of California

OFFICE OF THE SECRETARY OF STATE

Reproduction Certification

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY 3 1978



*March Fong Eu*

Secretary of State

653505

FILED

In the office of the Secretary of State  
of the State of California

JUN 13 1972

EDMUND G. BROWN, Jr., Secretary of State

*Edmund G. Brown, Jr.*  
Deputy

ARTICLES OF INCORPORATION

OF

NORTH AMERICAN ROCKWELL FLYING CLUB, INC.

One: The name of this corporation is:

NORTH AMERICAN ROCKWELL FLYING CLUB, INC.

Two: The purposes for which this corporation is formed

are:

(a) The specific and primary purposes are:

(1) To primarily own and maintain aircraft suitable  
for operation and use by its members for personal pleasure or instruction  
flights;

(2) To provide through its operation and maintenance  
of its aircraft economical flying facilities for its members;

(3) To encourage and enable its members to improve  
their flying skill;

(4) To promote and advance the use of private  
aircraft;

Restriction of right  
to amend articles  
No  
5

(b) The general purposes and powers are:

(1) To engage in such other ventures, activities or business for the benefit of the Corporation and its members which the Board of Directors of this Corporation may from time to time authorize or approve;

(2) To exercise any and all rights and powers which a corporation may now or hereafter exercise;

(3) To transact business in the State of California or in any other jurisdiction of the United States.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of other clauses but shall be regarded as independent purposes and powers. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in paragraph (a) of this Article Two, and nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution or winding up.

Three: This Corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

Four: The county in the State of California where the principal office for the transaction of the business of this Corporation is to be located is Los Angeles County.

Five: The names and addresses of the three (3) persons who are to act in the capacity of directors until the selection of their successors are:

William H. Anderson  
14086 Nona Lane  
Whittier, California 90602

James E. Drickell  
6129 LeDoux Road  
Los Angeles, California 90056

Joseph M. Kinkella  
240 18th Street  
Santa Monica, California 90402

The number of directors may be fixed or changed from time to time by amendment of the Articles of Incorporation of this Corporation, or by amendment of the By-Laws of this Corporation adopted by the vote or written assent of the members of the Corporation entitled to exercise a majority of the voting power, or by the vote of a majority of a quorum at a meeting of members called pursuant to the By-Laws.

Six: The number and qualifications of the members of this Corporation, the different classes of membership, if any, the property,

voting and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the By-Laws of this Corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, the undersigned, who are all of the first directors of this Corporation named hereinabove, have executed these Articles of Incorporation this 15th day of May, 1972.

William H. Anderson

James E. Kristell

Joseph M. Hill

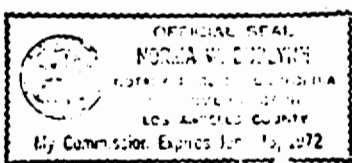
STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF LOS ANGELES )

On this 15th day of May, 1972, before me,

Norma W. Doherty, a Notary Public for the  
State of California, personally appeared William H. Anderson,  
James E. Driskell and Joseph M. Minella,

known to me to be the persons whose names are subscribed to  
the within Articles of Incorporation, and acknowledged to me  
that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal on the day and year in this certificate  
first above written.



*Norma W. Doherty*  
Notary Public

(Notarial Seal)

NA CHID TO: ROCKWELL INTERNATIONAL FLYING CLUB, INC.

A134086

653505

FILED

NORTH AMERICAN ROCKWELL FLYING CLUB, INC.

in the office of the Secretary of State of the State of California

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

JUN 7 1973

EDMUND G. BROWN, Jr. Secretary of State  
By [Signature] Deputy

1. That they are the president and the secretary, respectively, of North American Rockwell Flying Club, Inc., a California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at El Segundo, California, on February 12, 1973 the following resolution was adopted:

"RESOLVED; that the Certificate of Incorporation of North American Rockwell Flying Club, Inc. be amended by changing the Article thereof designated "ONE" so that, as amended, said Article shall be, and read, as follows:

"ONE. The name of this Corporation is:

ROCKWELL INTERNATIONAL FLYING CLUB, INC. "

3. That the members have adopted said amendment by resolution at a meeting held at El Segundo, California, on April 24, 1973. That the wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 135, and that the number of members constituting a quorum is 123.

[Signature]  
James E. Driskell, President

[Signature]  
William H. Cann, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at El Segundo, California, on May 1, 1973.

[Signature]  
James E. Driskell, President

[Signature]  
William H. Cann, Secretary

CERTIFIED COPY OF  
RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of ROCKWELL

INTERNATIONAL FLYING CLUB, INC. a California nonprofit corporation,

properly convened and held on the 27th day of April, 1978,

the following resolution was duly adopted:

"RESOLVED, that C T Corporation System

118 N. Congress Street of Jackson  
(Post Office Address showing street and number)

Mississippi, be and he hereby is designated and appointed the resident agent of this Corporation in the State of Mississippi upon whom service of process against this Corporation may be had in the event of any suit against this Corporation in said State, but for no other purpose; and that all prior designations and appointments of resident agent be and the same are hereby revoked."

WITNESS my signature, and the Seal of said Company, at El Segundo, CA

this the 27th day of April A. D., 1978

[Signature]  
Secretary.



ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Date at Los Angeles, Calif. this the 12th day of May, 1978

[Signature]  
Lowery B. Howell, Vice-President



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

COMMUNITY IMPROVEMENT CORPORATION OF MISSISSIPPI, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 8th day of June A. D., 1978.

*Calvin T. Rife*

Governor

By the Governor

*Heber Lodner*

Secretary of State



CERTIFIED COPY OF MINUTES AND RESOLUTION  
ADOPTED BY THE MEMBERSHIP OF COMMUNITY  
IMPROVEMENT ASSOCIATION AT A MEETING HELD  
ON MAY 15, 1978, AUTHORIZING AND DIRECTING  
INCORPORATION OF COMMUNITY IMPROVEMENT  
ASSOCIATION AS COMMUNITY IMPROVEMENT  
CORPORATION OF MISSISSIPPI, INC.


The special organizational meeting of COMMUNITY IMPROVEMENT ASSOCIATION OF MISSISSIPPI was held at 1400 4th Avenue, Jackson, Mississippi, on the 15th day of May, 1978, at 7:00 PM. MISSISSIPPI The following persons were present: Charles Jenkins, Ms. Kaye Reaves Fortenberry, and Donald Miller, who constituted all the members of Community Improvement Association. MISSISSIPPI, INC.

Donald Miller was elected Chairperson of the meeting and Charles Jenkins was elected Secretary of the meeting.

The Chairperson advised that the consensus of the members was that the organization be incorporated in order to carry on the purposes of Community Improvement Association, namely providing charitable and educational programs for persons in the State of Mississippi. The proposed Charter of Incorporation of COMMUNITY IMPROVEMENT CORPORATION, was presented to the members and fully discussed. On motion duly made and seconded and unanimously carried, the following resolution was adopted:


RESOLVED that COMMUNITY IMPROVEMENT ASSOCIATION OF MISSISSIPPI, INC. apply for a nonprofit, nonshare corporate charter from the State of Mississippi in the form and for the purposes set forth in the copy of the proposed Charter of Incorporation examined in this meeting; that Mr. Charles Jenkins, Ms. Kaye Reaves Fortenberry, and Mr. Donald Miller, all of whom are adult resident citizens of the State of Mississippi, as are all members of the association, be, and they are hereby designated incorporators on behalf of the members of this association to make application for such charter and such incorporators are given full authority to make any changes or revisions in said corporate charter that may be necessary and desirable to its acceptance.

There being no further business to come before the meeting it was, on motion duly made, seconded and unanimously carried, adjourned.

  
Secretary, Charles Jenkins

I, CHARLES JENKINS, do hereby certify that the above and foregoing constitutes a true copy of the Minutes of the meeting of the unincorporated organization, COMMUNITY IMPROVEMENT ASSOCIATION, held May 15, 1978, at 7:00 PM and that the Charter of Incorporation to which this is attached is the proposed Charter presented to and authorized by said organization.

WITNESS my signature this 16th day of May, 1978.

  
Secretary, Charles Jenkins

OF

## COMMUNITY IMPROVEMENT CORPORATION OF MISSISSIPPI, INC.

1. The corporation title of said company is: COMMUNITY IMPROVEMENT CORPORATION OF MISSISSIPPI, INC.
2. The names and post office addresses of the incorporators are:

Mr. Charles Jenkins, 743 Beaverbrook Drive, Jackson, Mississippi 39206

Ms. Kaye Reaves Fortenberry, 1400 4th Avenue, Jackson, Mississippi 39203

Mr. Donald H. Miller, 528 Kirkley Drive, Jackson, Mississippi 39206

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

3. The domicile is at 1400 4th Avenue, Jackson, Mississippi 39203.

4. This corporation is nonprofit and no shares of stock shall be issued. This corporation is a charitable and educational corporation.

5. The period of existence of the corporation shall be perpetual.

6. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)3 of the Internal Revenue Code of 1954. The purposes for which the corporation is created, not contrary to law, including the statement of rights and powers that are to be exercised by the corporation, are:

(a) to develop, organize, assist, and operate educational programs of all types and provide practical educational experiences; and to provide such other services as may be necessary or supportive to such programs;

(b) to develop, organize, assist, and operate human development and self-help programs for charitable purposes, including programs for the relief of and assistance to the poor, aged, distressed, and underprivileged, programs for improving race relations and eliminating discrimination; programs for lessening neighborhood tensions, combatting community deterioration and delinquency; and to provide such other services as may be necessary or supportive to such programs;

(c) to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations set forth in these articles, to use and apply the whole or any part of the income therefrom or the principal thereof exclusively for charitable and educational purposes, directly or by contributions to organizations that qualify as exempt organizations under section 501(c)3 of the IRS Code of 1954 and its regulations.

Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)3 of the IRS Code of 1954, or by a corporation contributions to which are deductible under section 170(c)2 of such Code.

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

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

All assets of the corporation shall be principally, directly, and permanently dedicated exclusively to the above-stated charitable and educational purposes. Upon dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized

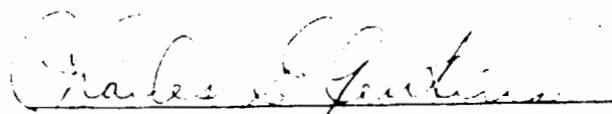
and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code of 1954, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. All references to sections of the Internal Revenue Code of 1954 in any part of these articles shall refer to the corresponding provision of any future United States Internal Revenue Law.

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 adopt, amend, and alter bylaws of the corporation governing its internal affairs.
- (2) to elect and appoint officers, board members, agents, and employees consistent with said bylaws and this Charter and not in violation of State law.
- (3) to accept, acquire, receive, take and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both immovable and movable, of whatever kind, nature or description and wherever situated.
- (4) to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both immovable and movable, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- (5) to borrow money, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of 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 bylaws of the corporation, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of section 501(c)3 of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended.
- (7) to cooperate with and assist any agency public or private in securing further relief, assistance, and education for persons, groups, organizations helped or educated by this corporation.
- (8) 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 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:

  
Mr. Charles Jenkins

Signatures, cont.

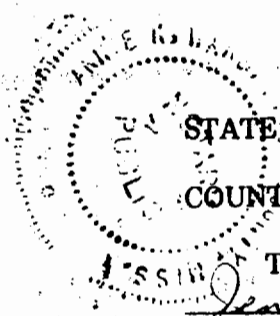
Kaye Reaves Fortenberry  
Ms. Kaye Reaves Fortenberry

Donald H. Miller  
Mr. Donald H. Miller

INCORPORATORS

\* \* \*

ACKNOWLEDGEMENT



STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, Charles E. Jenkins, Kaye Reaves Fortenberry, Donald H. Miller, incorporators of the corporation known as the COMMUNITY IMPROVEMENT CORPORATION OF MISSISSIPPI, INC., who acknowledged that (she) (he) (they) signed and delivered the above and foregoing Charter of Incorporation as (her) (his) (their) act and deed on this the 7th day of June, 1978.

Annice L. Wood  
Commission Expires: 9/30/78

\* \* \*

Received at the office of the Secretary of State this the 8th day of June A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John L. Ladd  
Secretary of State

JACKSON, MISS.

\* \* \*

JUNE 8, 1978

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.

A. F. Sumner  
Attorney General

By George M. Sumner  
Assistant Attorney General

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# State of Mississippi

FORM 245 PAGE 231



## 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 LELAND

*was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND FORTY-FIVE, PAGES 231 - 256*

*Given under my hand and Seal  
of office hereunto affixed, this  
9th Day of June, 1978*



*Heber Ladner*  
SECRETARY OF STATE

STATE OF MISSISSIPPI

COUNTY OF WASHINGTON

C E R T I F I C A T E

I, R. L. Taylor, Chancery Clerk of Washington County, Mississippi and ex-officio Clerk of the Chancery Court of Washington County, Mississippi, hereby certify that in regard to that certain cause in the Chancery Court of Washington County, Mississippi, numbered 37462 on the docket of said court and styled "In the Matter of the Enlargement, Extension, Modification and Definition of the Corporate Limits and Boundaries of the City of Leland, Washington County, Mississippi", that attached instrument constitutes a full, true and complete copy of the final decree rendered by said court in said cause.

I do further certify that, prior to the execution of this certificate, the final decree rendered in this cause as shown in the attached copy thereof, was duly signed on May 26, 1978, by Willard L. McIlwain, Chancellor of the Chancery Court of Washington County, Mississippi, as indicated therein, and that said final decree was duly entered in the minutes of the Chancery Court of Washington County, Mississippi, the same appearing in Minute Book Number 125 at page numbered 440 to 445, inclusive, therein.

I do further certify that, prior to the execution of this certificate, more than ten (10) days have expired from the date of the final decree rendered in this cause and that no appeal has been taken therefrom and that there is no litigation pending affecting the legality or effectualness of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Chancery Court of Washington County, Mississippi, this 7th day of May, A.D., 1978.

*R. L. Taylor*  
R. L. Taylor, Chancery Clerk of Washington County, Mississippi, and ex-officio Clerk of the Chancery Court of Washington County, Mississippi.  
by *[Signature]* D.C.



## IN THE CHANCERY COURT OF WASHINGTON COUNTY, MISSISSIPPI

IN VACATION, 1978

In the Matter of the Enlargement, Extension, Modification  
and Definition of the Corporate Limits and Boundaries  
of the City of Leland, Washington County, Mississippi.

Cause No. 37462

PETITION FOR RATIFICATION, APPROVAL AND  
CONFIRMATION OF THE ENLARGEMENT, EXTENSION,  
MODIFICATION AND DEFINITION OF THE CORPORATE  
LIMITS AND BOUNDARIES OF THE CITY OF LELAND,  
WASHINGTON COUNTY, MISSISSIPPI.

TO THE CHANCERY COURT OF WASHINGTON COUNTY, STATE OF MISSISSIPPI:

The City of Leland, Washington County, Mississippi, files this  
its petition requesting that this court ratify, approve and confirm an  
ordinance enlarging and modifying the corporate limits and boundaries of  
said municipality, and in relation thereto respectfully shows unto the  
Court the following facts:

1) That the said City of Leland is located in Washington County,  
Mississippi, and is a municipal corporation legally organized and existing  
as a "Code Charter" municipality under the provisions of the laws of the  
State of Mississippi.

2) That under the authority of the provisions of Sections  
21-1-27, et seq., of the Mississippi Code of 1972, the City of Leland,  
Mississippi, has the legal right and authority to extend or contract its  
corporate boundaries.

3) That on December 6, 1977, the governing authorities of said  
municipality, viz., the Mayor and Board of Aldermen of the City of Leland,  
Mississippi, unanimously enacted and adopted an ordinance entitled "AN  
ORDINANCE ENLARGING, EXTENDING, MODIFYING AND DEFINING THE CORPORATE LIMITS  
AND BOUNDARIES OF THE CITY OF LELAND, MISSISSIPPI; AND SETTING OUT THE  
PROPOSED IMPROVEMENTS AND SERVICES TO BE MADE AND RENDERED IN SUCH ANNEXED  
TERRITORY", which ordinance is duly recorded in Minute Book 11 at page 299  
thereof, et seq., of the permanent recorded proceedings of the said gov-  
erning authorities of said municipality. A duly certified copy of said

Filed 4-17-78

R. L. Taylor, Clerk

By R. L. Taylor D. C.

ordinance is attached hereto and marked "Exhibit A" and made a part hereof by reference. There is also attached hereto and marked "Exhibit B" a map or plat of the municipal boundaries of said City of Leland, Mississippi, as they will exist in the event the enlargement described in said ordinance shall be approved, ratified and confirmed by this court and shall become effectual thereupon, said map or plat being also made a part hereof by reference. The aforesaid ordinance was duly published one time as required by law in the Leland Progress, a weekly newspaper published in the City of Leland, Mississippi, said newspaper having a general circulation in said city, county and state, and in the territories described in said ordinance; and proof of such publication is attached hereto and marked "Exhibit C" and made a part hereof by reference.

4) That none of the territory proposed to be incorporated or annexed under the provisions of said ordinance is located within three miles of another existing municipality.

5) That the proposed enlargement and modification of the corporate limits or boundaries of the City of Leland, Mississippi, as set out and described in said ordinance is reasonable and required by the public convenience and necessity, and reasonable public and municipal services will be rendered in the annexed territory described in said ordinance within a reasonable time.

The petitioner herein, the City of Leland, Mississippi, prays that this court issue its fiat fixing a date certain either in term time or in vacation when a hearing on this petition will be held; and that process by publication be had and made herein as provided in Sections 21-1-31 and 21-1-15 of the Mississippi Code of 1972, commanding all parties interested in, affected by, or being aggrieved by the proposed enlargement and modification of said corporate limits and boundaries to appear at such hearing and present their objection or objections to such proposed enlargement and modification. And the petitioner herein does further pray that upon such process being had and completed as required by law and upon the hearing of this petition this court shall find that the proposed enlargement, extension and modification of the corporate limits and boundaries of

the City of Leland, Mississippi, as specified and described in said ordinance is reasonable and required by the public convenience and necessity, and that reasonable public and municipal services will be rendered in said annexed territory within a reasonable time; and that this court shall render a decree herein approving, ratifying and confirming the proposed enlargement of the corporate limits of said municipality and describing the boundaries of said City of Leland, Mississippi, as so altered and modified, all as proposed and described in said ordinance hereinabove referred to. And the petitioner herein does further pray for such other relief, both general and special, as the court may consider proper and meet in the premises.

Respectfully submitted,

CITY OF LELAND, MISSISSIPPI,  
Petitioner,

by W. B. Waits  
W. B. Waits, Attorney for Petitioner

AN ORDINANCE ENLARGING, EXTENDING, MODIFYING AND DEFINING THE CORPORATE LIMITS AND BOUNDARIES OF THE CITY OF LELAND, MISSISSIPPI; AND SETTING OUT THE PROPOSED IMPROVEMENTS AND SERVICES TO BE MADE AND RENDERED IN SUCH ANNEXED TERRITORY.

BE IT ORDAINED by the Mayor and Board of Aldermen of the City of Leland, Mississippi, on this, the 6th day of December, 1977, A.D., as follows, to-wit:

Section One: That the corporate limits and boundaries of the City of Leland, Washington County, Mississippi, be and they are hereby altered, enlarged and extended to include the territory bounded as follows, to-wit:

Commencing at a concrete monument which is the accepted corner common to Sections 11, 12, 13 and 14 of Township 18 North, Range 7 West, Washington County, Mississippi; thence South 87 degrees 40 minutes West along the centerline of a Secondary Drainage Ditch, 157.8 feet to the centerline of U.S.-Miss. Highway #61; thence Southwesterly along the centerline of said highway, 1207.0 feet; thence north 53 degrees 18 minutes West, 606.74 feet to the Easterly boundary of the main line of the Illinois Central Gulf Railroad; thence South 37 degrees West along the Easterly boundary of said railroad, 632.6 feet; thence South 88 degrees 30 minutes West, 1057.0 feet to the POINT OF BEGINNING; thence South 51 degrees West, 100.5 feet to the center or thread of stream of Deer Creek; thence meandering with the center or thread of stream of Deer Creek with bearings and distances as follows: South 2 degrees 47 minutes West, 443.44 feet; South 51 degrees 59 minutes West, 618.08 feet; South 67 degrees 26 minutes West, 311.12 feet; thence leaving Deer Creek North, 1164.12 feet; thence South 79 degrees 45 minutes East, 888.0 feet to the POINT OF BEGINNING; containing 15.81 acres, more or less, and located in the North Half of Section 14, Township 18 North, Range 7 West, Washington County, Mississippi.

Section Two: That the entire corporate limits and boundaries of the City of Leland, Washington County, Mississippi, after their extension to include the territory described in Section One hereof, shall be defined as

*Exhibit "A"*

follows, to-wit:

Commencing at the Northeast Corner of the intersection of Fourth Street (now redesignated "Fifth Street") and Palm Street in the City of Leland, Washington County, Mississippi; thence North no degrees 29 minutes East along the original East boundary of Palm Street, 437.64 feet; thence South 83 degrees 13 minutes East, 660.62 feet to the POINT OF BEGINNING herein; thence North 6 degrees 47 minutes East, 437.18 feet; thence North 88 degrees 55 minutes West, 383.0 feet; thence North no degrees 54 minutes East, 647.38 feet to the centerline of a City Ditch; thence North 1 degree 2 minutes East along said City Ditch, 1254.4 feet; thence North 101.76 feet to the Northern boundary of the right-of-way of the Leland-Yerger Branch of the Illinois Central Gulf Railroad; thence North (true bearing is North 1 degree 36 minutes West) 2090.74 feet to a concrete monument which is the accepted corner common to Section 11, 12, 13 and 14 of Township 18 North, Range 7 West; thence South 87 degrees 40 minutes West along the centerline of a secondary drainage ditch, 157.8 feet to the centerline of U.S.-Mississippi Highway No. 61; thence Southwesterly along the centerline of said highway, 1207.0 feet; thence North 53 degrees 18 minutes West, 606.74 feet to the easterly boundary of the Main Line of the Illinois Central Gulf Railroad; thence South 37 degrees West along the Easterly boundary of said railroad right of way, 632.6 feet; thence South 88 degrees 30 minutes West, 1057.0 feet; thence North 79 degrees 45 minutes West, 888.0 feet; thence West, 1599.5 feet; thence South 1099 feet; thence North 86 degrees 20 minutes West 480 feet; thence North 75 degrees West, 1838 feet; thence South 15 degrees 14 minutes West, 350 feet; thence South 2 degrees 23 minutes West, 132.9 feet; thence South 71 degrees 35 minutes West, 569.84 feet; thence South 32 degrees 25 minutes East, 617.28 feet to the South boundary of a County Hard Surfaced Road; thence South 86 degrees 51 minutes West along the South boundary of said road, 2797.62 feet to the centerline of Ditch #2 of the Black Bayou Drainage District; thence South no degrees 33 minutes West along the centerline of said ditch, 2786.71 feet to the South boundary of U.S.-Miss. Highway #82; thence South 84 degrees 14 minutes East along the South boundary of said highway, 688.98 feet to a point on the present City Limits

boundary; thence South 82 degrees 22 minutes East along the south boundary of said highway, 2054.31 feet to a point on the present City Limits boundary; thence South 44 degrees 39 minutes West, 187.2 feet; thence South 58 degrees East, 2446.6 feet to a concrete monument on the east boundary of U.S.-Miss. Highway No. 61; thence North 29 degrees 16 minutes East, 600 feet to a concrete right of way mark; thence North 74 degrees 19 minutes East 295 feet to a concrete right of way mark set on the south boundary of U.S.-Miss. Highway No. 82, being the point of curve to the left; thence easterly along the curvature of said highway 2044.3 feet to a concrete right of way monument at end of curve; thence North 73 degrees 20 minutes East along the southerly boundary of said highway, 2639.6 feet to the center or thread of stream of Deer Creek; thence meandering the center or thread of stream of Deer Creek with bearings and distances as follows: South 45 degrees 19 minutes East, 414.5 feet; thence South 40 degrees 34 minutes East, 254.22 feet; thence South 35 degrees 30 minutes East, 420.12 feet; thence South 25 degrees 58 minutes East, 309.81 feet; thence South 11 degrees 59 minutes East, 503.28 feet; thence South 22 degrees 52 minutes East, 159.89 feet to the west line of Section 24, Township 18 North, Range 7 West; thence leaving Deer Creek and bearing East along the north line of Colored Cemetery, 515.2 feet; thence South 222.5 feet to a property line fence; thence South 88 degrees 42 minutes East along property line fence between Dean Hebron and Lakeview Acres property, 544.2 feet to a fence corner; thence North 81 degrees 21 minutes 30 seconds East, 175.6 feet to an iron post on the west edge of a gravel road; thence North 58 degrees 56 minutes 30 seconds East, 197.4 feet; thence North 41 degrees 56 minutes East, 272.7 feet; thence North 8 degrees 28 minutes East, 1552.5 feet to the center of Lake Monocnoc; thence North 36 degrees 51 minutes West, 812.78 feet to the north bank of said lake; thence leaving said lake and bearing North 6 degrees 45 minutes East, 197.4 feet; thence North 83 degrees 15 minutes West, 186.3 feet; thence North 6 degrees 45 minutes East, 330 feet; thence North no degrees 13 minutes West, 438.27 feet; thence North 83 degrees 15 minutes West, 1021.59 feet to the POINT OF BEGINNING.

Section Three: That the improvements proposed to be made by said City of Leland, Mississippi, in the territory described in Section One hereof, the manner and extent of such improvements and approximate time within which such improvements are to be made are as follows:

<u>Proposed Improvement</u>	<u>Manner and Extent</u>	<u>Approximate Time</u>
Water system for domestic use and fire protection.	Add water lines of sufficient size to provide fire protection in all areas not having water lines of sufficient size, same to be extensions of present city lines and to be installed as area is developed and improved.	Within two years.
Fire Hydrants.	Install fire hydrants to provide fire protection in sufficient volume and spacing to meet Fire Underwriters requirements.	Within two years.
Sanitary sewer.	Construct sanitary sewer lines to provide sanitary sewer facilities in all developed areas that do not have sanitary sewer facilities connected to city sanitary sewer system.	Within two years.

Section Four: That the municipal or public services which said City of Leland, Mississippi, proposes to render immediately to the territory described in Section One hereof are as follows:

Municipal and Public Services:

1. Provide bi-weekly garbage and rubbish pickup with regular city charges therefor.
2. Provide water, with regular city rates and charges.
3. Provide electric power, with regular city rates and charges.
4. Provide police patrol and police protection.
5. Provide street and drainage maintenance.
6. Provide regular city fire protection.
7. Provide malarial control and other regular city sanitation measures.

Section Five: That this ordinance shall take effect and be in force from and after 12 o'clock P.M., January 6, \_\_\_\_\_, 1978, and upon the same being ratified by a decree of the Chancery Court of Washington County, Mississippi, approving, ratifying and confirming the proposed enlargement and describing the boundaries of the municipality

as altered, all as provided in statutory proceedings under Sections 21-1-27 et seq.

WHEREUPON, the above ordinance, submitted in writing, was read and considered section by section and then as a whole at a public meeting of the governing authorities of the City of Leland, Mississippi, and the motion to adopt same, duly seconded, was then put to a roll call vote and was passed and adopted by said governing authorities of said City of Leland, Mississippi, on this, the 6th day of December, A.D., 1977.

Aldermen voting "yea" thereon were:

- Alderman Kathleen Mulcahy
- Alderman Frederick J. Smythe
- Alderman Leroy C. Parker
- Alderman George Rea Walker, Jr., and
- Alderman Fred J. Weston

Aldermen voting "nay" thereon were: None.

APPROVED, this, the 6th day of December, A.D., 1977.

/s/ Perrin H. Grissom

PERRIN H. GRISSOM, Mayor of the City of Leland, Mississippi.

ATTEST:

/s/ Shirley H. Morlino  
Shirley H. Morlino, City Clerk.

C E R T I F I C A T E

CITY OF LELAND  
COUNTY OF WASHINGTON  
STATE OF MISSISSIPPI

I, Shirley H. Morlino, City Clerk of the City of Leland, Mississippi, hereby certify that the above and foregoing instrument is a true and correct copy of an ordinance adopted by the Mayor and Board of Aldermen of the City of Leland, Washington County, Mississippi, at a regular meeting of the governing authorities of said municipality duly held as required by law on the 6th day of December, 1977, and that the same appears of record in Minute Book 11, at page 299 thereof, of the permanent minutes of the governing authorities of said city on file in my office in Leland, Mississippi.



Witness my signature and the official seal of the City of  
Leland, Washington County, Mississippi, this, the 6th day of  
December, A.D., 19 77.

Shirley H. Marlino  
Shirley H. Marlino, Clerk of the City  
of Leland, Mississippi

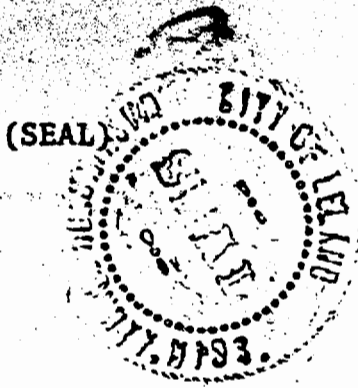
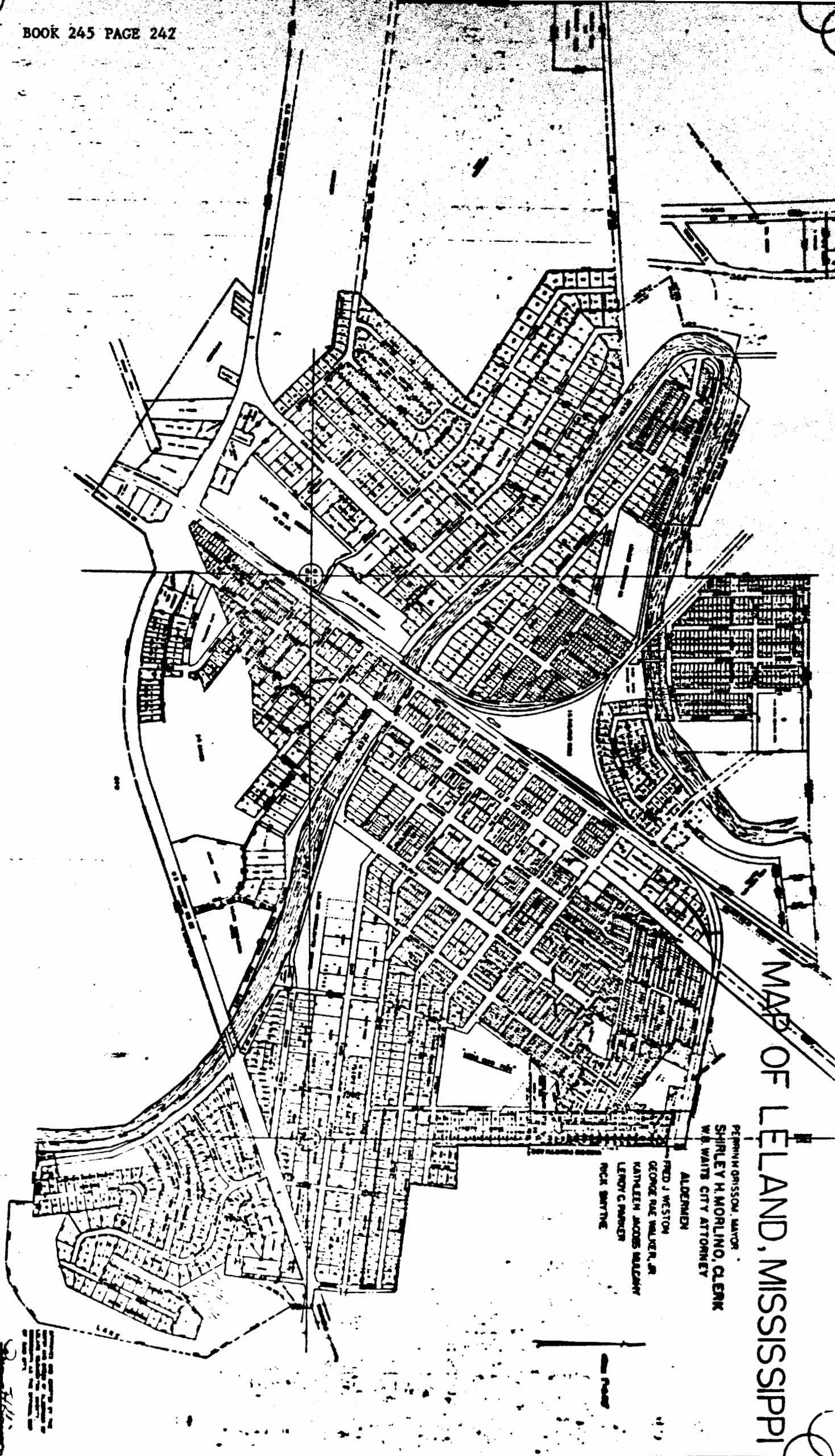


Exhibit B



MAP OF LELAND, MISSISSIPPI

PERM H. GRISON, MAYOR  
 SHIRLEY H. MORLINO, CLERK  
 W. B. WAITE, CITY ATTORNEY

ALDERMEN  
 FRED J. WESTON  
 GEORGE PAE WALKER, JR.  
 KATHLEEN JACOB WALKER  
 LEROY C. PARKER  
 RICK SMYTHE

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*City of Leland*

### Proof Of Publication

STATE OF MISSISSIPPI  
WASHINGTON COUNTY

Personally appeared before the undersigned Notary Public in and for said County and State, JAMES H. LACEY, JR., who being duly sworn depose and states on oath, that he is the Editor and Publisher of The Leland Progress, a newspaper published and having a general circulation in said county, and that the attached notice is a true and correct copy of a notice published in said newspaper, as follows, to-wit:

- Vol. 34 Number 29 dated 15 day of December, 1977
- Vol. \_\_\_\_\_ Number \_\_\_\_\_ dated \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_
- Vol. \_\_\_\_\_ Number \_\_\_\_\_ dated \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_
- Vol. \_\_\_\_\_ Number \_\_\_\_\_ dated \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_
- Vol. \_\_\_\_\_ Number \_\_\_\_\_ dated \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_
- Vol. \_\_\_\_\_ Number \_\_\_\_\_ dated \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

*James H. Lacey, Jr.*  
\_\_\_\_\_  
Publisher

Sworn to and subscribed before me this the 15<sup>th</sup> day of December, A. D., 1977

*Evelyn Jean Britton*  
\_\_\_\_\_  
Notary Public

My Commission Expires July 12, 1979

**AN ORDINANCE ENLARGING, EXTENDING, MODIFYING AND DEFINING THE CORPORATE LIMITS AND BOUNDARIES OF THE CITY OF LELAND, MISSISSIPPI; AND SETTING OUT THE PROPOSED IMPROVEMENTS AND SERVICES TO BE MADE AND RENDERED IN SUCH ANNEXED TERRITORY.**

BE IT ORDAINED by the Mayor and Board of Aldermen of the City of Leland, Mississippi, on this, the 6th day of December, 1977, A.D., as follows, to-wit:

Section One: That the corporate limits and boundaries of the City of Leland, Washington County, Mississippi, be and they are hereby altered, enlarged and extended to include the territory bounded as follows, to-wit:

Commencing at a concrete monument which is the accepted corner common to Sections 11, 12, 13 and 14 of Township 18 North, Range 7 West, Washington County, Mississippi; thence South 87 degrees 40 minutes West along the centerline of a Secondary Drainage Ditch, 157.8 feet to the centerline of U.S. Miss. Highway #61; thence Southwesterly along the centerline of said highway, 1207.0 feet; thence north 53 degrees 18 minutes West, 606.74 feet to the Easterly boundary of the main line of the Illinois Central Gulf Railroad; thence South 37 degrees West along the Easterly boundary of said railroad, 632.6 feet; thence South 88 degrees 30 minutes West, 1057.0 feet to the POINT OF BEGINNING; thence South 51 degrees West, 100.5 feet to the center or thread of stream of Deer Creek; thence meandering with the center or thread of stream of Deer Creek with bearings and distances as follows: South 2 degrees 47 minutes West, 443.44 feet; South 51 degrees 59 minutes West, 618.08 feet; South 67 degrees 26 minutes West, 311.12 feet; thence leaving Deer Creek North, 1164.12 feet; thence South 79 degrees 45 minutes East, 888.0 feet to the POINT OF BEGINNING; containing 15.81 acres, more or less, and located in the North Half of Section 14, Township 18 North, Range 7 West, Washington County, Mississippi.

*Exhibit "C"*

Section Two: That the entire corporate limits and boundaries of the City of Leland, Washington County, Mississippi, after their extension to include the territory described in Section One hereof, shall be defined as follows, to-wit:

Commencing at the Northeast Corner of the intersection of Fourth Street (now redesignated "Fifth Street") and Palm Street in the City of Leland, Washington County, Mississippi; thence North no degrees 29 minutes East along the original East boundary of Palm Street, 437.64 feet; thence South 83 degrees 13 minutes East, 660.62 feet to the POINT OF BEGINNING herein; thence North 6 degrees 47 minutes East, 437.18 feet; thence North 88 degrees 55 minutes West, 383.0 feet; thence North no degrees 54 minutes East, 647.38 feet to the centerline of a City Ditch; thence North 1 degree 2 minutes East along said City Ditch, 1254.4 feet; thence North 101.76 feet to the Northern boundary of the right-of-way of the Leland-Yerger Branch of the Illinois Central Gulf Railroad; thence North (true bearing is North 1 degree 36 minutes West) 2080.74 feet to a concrete monument which is the accepted corner common to Section 11, 12, 13 and 14 of Township 18 North, Range 7 West; thence South 87 degrees 40 minutes West along the centerline of a secondary drainage ditch, 157.8 feet to the centerline of U.S.-Mississippi Highway No. 61; thence South-westerly along the centerline of said highway, 1207.0 feet; thence North 53 degrees 18 minutes West, 806.74 feet to the easterly boundary of the Main Line of the Illinois Central Gulf Railroad; thence South 37 degrees West along the Easterly boundary of said railroad right of way, 632.6 feet; thence South 88 degrees 30 minutes West, 1057.0 feet; thence North 79 degrees 45 minutes West, 888.0 feet; thence West, 1599.5 feet; thence South 1099 feet; thence North 86 degrees 20 minutes West 480 feet; thence North 75 degrees West, 1838 feet; thence South 15 degrees 14 minutes West, 350 feet; thence South 2 degrees 23 minutes West, 132.9 feet; thence South 71 degrees 35 minutes West, 569.84 feet; thence South 32 degrees 25 minutes East, 617.28 feet to the South boundary of a County Hard Surfaced Road; thence South 86 degrees 51 minutes West along the South boundary of said road, 2797.62 feet to the centerline of Ditch #2 of the Black Bayou Drainage District; thence South no degrees 33 minutes West along the centerline of said ditch, 2786.71 feet to the South boundary of U.S. Miss. Highway #62; thence South 84 degrees 14 minutes East along the South boundary of said highway,

688.98 feet to a point on the present City Limits boundary; thence South 82 degrees 22 minutes East along the south boundary of said highway, 2054.31 feet to a point on the present City Limits boundary; thence South 44 degrees 39 minutes West, 187.2 feet; thence South 58 degrees East, 2446.6 feet to a concrete monument on the east boundary of U.S. Miss. Highway No. 61; thence North 29 degrees 16 minutes East, 600 feet to a concrete right of way mark; thence North 74 degrees 19 minutes East 295 feet to a concrete right of way mark set on the south boundary of U.S. Miss. Highway No. 62, being the point of curve to the left; thence easterly along the curvature of said highway 2044.3 feet to a concrete right of way monument at end of curve; thence North 73 degrees 20 minutes East along the southerly boundary of said highway, 2639.6 feet to the center or thread of stream of Deer Creek; thence meandering the center or thread of stream of Deer Creek with bearings and distances as follows: South 45 degrees 19 minutes East, 414.5 feet; thence South 40 degrees 34 minutes East, 254.22 feet; thence South 35 degrees 30 minutes East, 420.12 feet; thence South 25 degrees 58 minutes East, 309.81 feet; thence South 11 degrees 59 minutes East, 503.28 feet; thence South 22 degrees 52 minutes East, 159.89 feet to the west line of Section 24, Township 18 North, Range 7 West; thence leaving Deer Creek and bearing East along the north line of Colored Cemetery, 515.2 feet; thence South 222.5 feet to a property line fence; thence South 88 degrees 42 minutes East along property line fence between Dean Hebron and Lakeview Acres property, 544.2 feet to a fence corner; thence North 81 degrees 21 minutes 30 seconds East, 175.6 feet to an iron post on the west edge of a gravel road; thence North 58 degrees 56 minutes 30 seconds East, 197.4 feet; thence North 41 degrees 56 minutes East, 272.7 feet; thence North 8 degrees 28 minutes East, 1552.5 feet to the center of Lake Monocnoc; thence North 36 degrees 51 minutes West, 812.78 feet to the north bank of said lake; thence leaving said lake and bearing North 6 degrees 45 minutes East, 197.4 feet; thence North 83 degrees 15 minutes West, 186.3 feet, thence North 6 degrees 45 minutes East, 330 feet; thence North no degrees 13 minutes West, 438.27 feet; thence North 83 degrees 15 minutes West, 1021.59 feet to the POINT OF BEGINNING.

Section Three: That the improvements proposed to be made by said City of Leland, Mississippi, in the territory described in Section One hereof, the manner and extent of such improvements and ap-

proximate time within which such improvements are to made are as follows:

**Proposed Improvement:** Water system for domestic use and fire protection.

**Manner and Extent:** Add water lines of sufficient size to provide fire protection in all areas not having water lines of sufficient size, same to be extensions of present city lines and to be installed as area is developed and improved.

**Approximate Time:** Within two years.

**Proposed Improvement:** Fire Hydrants.

**Manner and Extent:** Install fire hydrants to provide fire protection in sufficient volume and spacing to meet Fire Underwriters requirements.

**Approximate Time:** Within two years.

**Proposed Improvement:** Sanitary sewer.

**Manner and Extent:** Construct sanitary sewer lines to provide sanitary sewer facilities in all developed areas that do not have sanitary sewer facilities connected to city sanitary sewer system.

**Approximate Time:** Within two years.

**Section Four:** That the municipal or public services which said City of Leland, Mississippi, proposes to render immediately to the territory described in Section One hereof are as follows:

**Municipal and Public Services:**

1. Provide bi-weekly garbage and rubbish pickup with regular city charges therefor.
2. Provide water, with regular city rates and charges.
3. Provide electric power, with regular city rates and charges.
4. Provide police patrol and police protection.
5. Provide street and drainage maintenance.
6. Provide regular city fire protection.
7. Provide malarial control and other regular city sanitation measures.

**Section Five:** That this ordinance shall take effect and be in force from and after 12 o'clock P.M., January 6, 1978, and upon the same being ratified by a decree of the Chancery Court of Washington County, Mississippi, approving, ratifying and confirming the proposed enlargement and describing the boundaries of the municipality as altered, all as provided in statutory proceedings under Sections 21-1-27 et seq.

**WHEREUPON,** the above ordinance, submitted in writing, was read and considered section by section and then as a whole at a public meeting of the governing authorities of the City of Leland, Mississippi, and the motion to adopt same, duly seconded, was then put to a roll call vote and was passed and adopted by said

governing authorities of said City of Leland, Mississippi, on this, the 6th day of December, A.D., 1977.

Aldermen voting "yea" thereon were:

Alderman Kathleen Malsbary  
Alderman Frederick J. Smythe

Alderman Leroy C. Parker  
Alderman George Rex Walker, Jr., and

Alderman Fred J. Weston  
Aldermen voting "nay" thereon were: None.

APPROVED, this, the 6th day of December, A.D., 1977.

/s/Perrin H. Grissom  
PERRIN H. GRISSOM,  
Mayor of the City  
of Leland, Mississippi.

ATTEST:

/s/Shirley H. Morlino  
Shirley H. Morlino,  
City Clerk

**CERTIFICATE**  
**CITY OF LELAND**  
**COUNTY OF WASHINGTON**  
**STATE OF MISSISSIPPI**

I, Shirley H. Morlino, City Clerk of the City of Leland, Mississippi, hereby certify that the above and foregoing instrument is a true and correct copy of an ordinance adopted by the Mayor and Board of Aldermen of the City of Leland, Washington County, Mississippi, at a regular meeting of the governing authorities of said municipality duly held as required by law on the 6th day of December, 1977, and that the same appears of record in Minute Book 11, at page 290 thereof, of the permanent minutes of the governing authorities of said city on file in my office in Leland, Mississippi.

Witness my signature and the official seal of the City of Leland, Washington County, Mississippi, this, the 6th day of December, A.D., 1977.

/s/Shirley H. Morlino,  
Clerk of the City  
of Leland, Mississippi

(SEAL)

29-2c

F. x. h. l. "C"

## IN THE CHANCERY COURT OF WASHINGTON COUNTY, MISSISSIPPI

IN VACATION, 1978

Book 124 Page 700

In the Matter of the Enlargement, Extension, Modification  
and Definition of the Corporate Limits and Boundaries  
of the City of Leland, Washington County, Mississippi.

Cause No. \_\_\_\_\_

37462

F I A T

The City of Leland, Washington County, Mississippi, having heretofore filed its petition for ratification, approval and confirmation of an ordinance duly adopted by the governing body of said municipality and appearing in Minute Book 11, at page 299, et seq., of the permanent recorded proceedings of said governing authorities of said municipality, said ordinance enlarging, extending, modifying and defining the corporate limits and boundaries of the City of Leland, Mississippi; and the City of Leland having prayed that this court fix a date certain, either in term time or in vacation, when a hearing on said petition shall be held; and

This court having considered the matter, it is ORDERED, ADJUDGED and DECREED that the aforesaid petition be and the same is hereby specially set for hearing in this court at 9 o'clock A.M., on Friday, the 26<sup>th</sup> day of May, A.D., 1978.

It is further ORDERED, ADJUDGED and DECREED that the Clerk of this court issue process by publication as provided in Sections 21-1-31 and 21-1-15 of the Mississippi Code of 1972, commanding all parties interested in, affected by, or being aggrieved by the proposed enlargement or modification of said corporate boundaries as proposed in said ordinance to appear at such hearing and present their objection or objections thereto.

ORDERED, ADJUDGED and DECREED, this 17<sup>th</sup> day of April, A.D., 1978.

W. Willard McSwain  
CHANCELLOR

Filed 17 April 19 78

R. L. Taylor, Clerk

By R. L. Taylor D.C.

## IN THE CHANCERY COURT OF WASHINGTON COUNTY, MISSISSIPPI

IN VACATION, 1978

In the Matter of the Enlargement, Extension, Modification  
and Definition of the Corporate Limits and Boundaries  
of the City of Leland, Washington County, Mississippi.

Cause No. 37462NOTICE

To all persons and parties interested in, affected by, or having objections to the proposed incorporation into the boundaries of the City of Leland, Mississippi, of additional territory described as follows:

Commencing at a concrete monument which is the accepted corner common to Sections 11, 12, 13 and 14 of Township 18 North, Range 7 West, Washington County, Mississippi; thence South 87 degrees 40 minutes West along the centerline of a Secondary Drainage Ditch, 157.8 feet to the centerline of U.S.-Miss. Highway #61; thence Southwesterly along the centerline of said highway, 1207.0 feet; thence north 53 degrees 18 minutes West, 606.74 feet to the Easterly boundary of the main line of the Illinois Central Gulf Railroad; thence South 37 degrees West along the Easterly boundary of said railroad, 632.6 feet; thence South 88 degrees 30 minutes West, 1057.0 feet to the POINT OF BEGINNING; thence South 51 degrees West, 100.5 feet to the center or thread of stream of Deer Creek; thence meandering with the center or thread of stream of Deer Creek with bearings and distances as follows: South 2 degrees 47 minutes West, 443.44 feet; South 51 degrees 59 minutes West, 618.08 feet; South 67 degrees 26 minutes West, 311.12 feet; thence leaving Deer Creek North, 1164.12 feet; thence South 79 degrees 45 minutes East, 888.0 feet to the POINT OF BEGINNING; containing 15.81 acres, more or less, and located in the North Half of Section 14, Township 18 North, Range 7 West, Washington County, Mississippi.

All persons and parties interested in, affected by, or having objections to the proposed enlargement, extension, modification and definition of the corporate limits and boundaries of the City of Leland, Washington County, Mississippi, a municipal corporation, as set out and proposed in that certain ordinance adopted by the mayor and board of aldermen of the City of Leland, Mississippi, on December 6, 1977, and appearing of record in Minute Book 11, at page 299, et seq., of the permanent minutes of said mayor and board of aldermen, are hereby commanded to appear before this court in the Chancery Court room in the Courthouse of Washington County, Mississippi, at 9 o'clock A.M., on Friday, the

26<sup>th</sup> day of May, A.D., 1978, then and there to present their objections to such proposed enlargement and modification of said corporate boundaries.

The said City of Leland, Mississippi, has heretofore filed in this court as provided by law its petition praying the ratification, approval and confirmation by this court of such proposed extension, enlargement and modification, and a hearing of said petition shall be held on the hour and date above set forth, and all persons having any such objections and desiring to present same will have the right to appear and enter their objections, if any, to said proposed extension, enlargement and modification of the corporate limits of said city.

Witness my signature and the seal of the Chancery Court of Washington County, Mississippi, this 17<sup>th</sup> day of April, A.D., 1978.

Robert L Taylor  
R. L. Taylor, Chancery Clerk

Filed 17 April 19 78

R. L. Taylor, Clerk  
By R L Taylor D. C.

IN THE CHANCERY COURT OF WASHINGTON COUNTY, MISSISSIPPI

IN VACATION, 1978

In the Matter of the Enlargement, Extension, Modification and Definition of the Corporate Limits and Boundaries of the City of Leland, Washington County, Mississippi.

Cause No. 37462

NOTICE

To all persons and parties interested in, affected by, or having objections to, the proposed incorporation into the boundaries of the City of Leland, Mississippi, of additional territory described as follows:

Commencing at a concrete monument which is the accepted corner common to Sections 11, 12, 13 and 14 of Township 18 North, Range 7 West, Washington County, Mississippi; thence South 87 degrees 40 minutes West along the centerline of a Secondary Drainage Ditch, 157.8 feet to the centerline of U. S. Highway #61; thence Southwesterly along the centerline of said highway, 1207.0 feet; thence north 53 degrees 18 minutes West, 606.74 feet to the Easterly boundary of the main line of the Illinois Central Gulf Railroad; thence South 37 degrees West along the Easterly boundary of said railroad, 632.6 feet; thence South 88 degrees 30 minutes West, 1057.0 feet to the POINT OF BEGINNING; thence South 51 degrees West, 100.5 feet to the center or thread of stream of Deer Creek; thence meandering with the center or thread of stream of Deer Creek with bearings and distances as follows: South 2 degrees 47 minutes West, 443.44 feet; South 51 degrees 59 minutes West, 618.08 feet; South 67 degrees 26 minutes West, 311.12 feet; thence leaving Deer Creek North, 1164.12 feet; thence South 79 degrees 45 minutes East, 888.0 feet to the POINT OF BEGINNING; containing 15.81 acres, more or less, and located in the North Half of Section 14, Township 18 North, Range 7 West, Washington County, Mississippi.

All persons and parties interested in, affected by, or having objections to the proposed enlargement, extension, modification and definition of the corporate limits and boundaries of the City of Leland, Washington County, Mississippi, a municipal corporation, as set out and proposed in that certain ordinance adopted by the mayor and board of aldermen of the City of Leland, Mississippi, on December 6, 1977, and appearing of record in Minute Book 11, at page 299, et seq., of the permanent minutes of said

mayor and board of aldermen, are hereby commanded to appear before this court in the Chancery Court room in the Courthouse of Washington County, Mississippi, at 9 o'clock A.M., on Friday, the 26th day of May, A.D., 1978, then and there to present their objections to such proposed enlargement and modification of said corporate boundaries. The said City of Leland, Mississippi, has heretofore filed in this court as provided by law its petition praying the ratification, approval and confirmation by this court of such proposed extension, enlargement and modification, and a hearing of said petition shall be held on the hour and date above set forth, and all persons having any such objections and desiring to present same will have the right to appear and enter their objections, if any, to said proposed extension, enlargement and modification of the corporate limits of said city.

Witness my signature and the seal of the Chancery Court of Washington County, Mississippi, this 17th day of April, A.D., 1978. s/ Robert L. Taylor, Chancery Clerk (SEAL) 473c

City of Leland

Proof Of Publication

STATE OF MISSISSIPPI WASHINGTON COUNTY

Personally appeared before the undersigned Notary Public in and for said County and State, CHARLES M. GORDON, who being duly sworn deposed and states on oath, that he is the Editor and Publisher of The Leland Progress, a newspaper published and having a general circulation in said county, and that the attached notice is a true and correct copy of a notice published in said newspaper, as follows, to-wit:

- Vol. 34 Number 47 dated 20 day of April 19 78
Vol. 34 Number 48 dated 27 day of April 19 78
Vol. 34 Number 49 dated 4 day of May 19 78
Vol. Number dated day of 19
Vol. Number dated day of 19
Vol. Number dated day of 19

Charles M. Gordon Publisher

Sworn to and subscribed before me this the 4 day of

A. D., 19 78

Evelyn J. Pittman Notary Public



My Commission Expires July 12, 1979

Filed 5-22-1978

R. L. Taylor, Clerk By [Signature] D. C.



IN THE CHANCERY COURT OF WASHINGTON COUNTY, MISSISSIPPI  
IN VACATION, 1978

In the Matter of the Enlargement, Extension, Modification  
and Definition of the Corporate Limits and Boundaries  
of the City of Leland, Washington County, Mississippi.

Cause No. 37462

A F F I D A V I T

STATE OF MISSISSIPPI )  
( ss.  
COUNTY OF WASHINGTON )

Personally appeared before me, the undersigned notary public in  
and for the county and state aforesaid, the undersigned W. B. Waits, who  
being by me first duly sworn, on his oath deposes and says that on the  
18th day of April, A.D., 1978, he posted as required by  
law in three public places within the corporate limits of the said City of  
Leland, Mississippi, and also in each of three public places within each  
tract of land proposed to be incorporated into the boundaries of said city  
as additional territory thereto, as provided in an ordinance adopted by the  
governing authorities of said city on December 6, 1977, and recorded in  
Minute Book 11 at page 299 thereof, et seq., of the permanent minutes of  
said governing authorities of said city, copies of that certain notice to  
all persons having objections to said proposed enlargement, extension, modi-  
fication and definition of the corporate limits and boundaries of said City  
of Leland, Washington County, Mississippi, which is set forth in the proof  
of publication thereof, showing publication thereof on Apr. 20 & 27 & May 4,  
1978, in the Leland Progress, a weekly newspaper published in the City of  
Leland, Mississippi, and having a general circulation in said city and in  
the territory sought to be incorporated in said city, proof of publication  
thereof being filed in the above styled cause.

W B Waits  
W. B. Waits, affiant

Sworn to and subscribed before me, this 25th day of

Filed 5-26 1978

R. L Taylor, Clerk

By L. H. ... D.C.

May \_\_\_\_\_, A.D., 1978.



*J. A. Weston*  
Notary Public

My commission expires:

*July 13, 1978*

IN THE CHANCERY COURT OF WASHINGTON COUNTY, MISSISSIPPI

IN VACATION, 1978

Book 125 Page 440

In the Matter of the Enlargement, Extension, Modification  
and Definition of the Corporate Limits and Boundaries  
of the City of Leland, Washington County, Mississippi.

Cause No. 37462F I N A L     D E C R E E

This cause came on for hearing before this court in vacation on the petition of the City of Leland, Washington County, Mississippi, a municipal corporation, praying, pursuant to the provisions of Section 21-1-27, et seq., of the Mississippi Code of 1972, a decree ratifying, approving and confirming an ordinance duly adopted by the mayor and board of aldermen of the City of Leland, Mississippi, on December 6, 1977, enlarging, extending, modifying and defining the corporate limits and boundaries of the City of Leland, Mississippi, which ordinance appears of record in Minute Book 11, at page 299 thereof, et seq., of the permanent recorded proceedings of said governing authorities of said municipality; and

This court having examined said petition and ordinance, and having heard testimony submitted thereon, does find and adjudicate as follows:

1) That said petition was filed in this court on April 17, 1978, and that on that date this court issued its Fiat setting the same for hearing at 9 o'clock A.M., on Friday, May 26, 1978.

2) That there was attached to said petition as "Exhibit A" thereto and made a part thereof a duly certified copy of the aforesaid ordinance adopted by the mayor and board of aldermen of the City of Leland, Mississippi, on December 6, 1977; and that there was attached to said petition as "Exhibit B" and made a part thereof a map or plat of the municipal boundaries of said City of Leland as they will exist in the event the enlargement and modification described in said ordinance should be approved, ratified and confirmed by this court and shall become effective thereupon; and that there was further attached to said petition and made a part

Filed 5-26 19 78

R. L. Taylor, Clerk

By L. Shepherd D.C.

thereof as "Exhibit C" proof of publication of said ordinance of December 6, 1977, as required by law.

3) That "notice to all persons and parties interested in, affected by, or having objections to the proposed incorporation into the boundaries of the City of Leland, Washington County, Mississippi, of additional territory" described in said proposed ordinance was duly published as required by Section 21-1-31 and Section 21-1-15 of the Mississippi Code of 1972, and that a copy of such notice was posted in each of three public places within the corporate limits of the City of Leland and that a copy of such notice was posted in each of three public places within each tract of land proposed to be incorporated into the boundaries of said city as additional territory thereto, as provided in said ordinance; that the first publication of such notice and the posting thereof as aforesaid was made at least thirty days prior to May 26, 1978; and that proof of publication of said notice has been duly filed with the Clerk of this court.

4) That the aforesaid ordinance of December 6, 1977, described in general terms the proposed improvements to be made in the annexed territory, the manner and extent of such improvements, the approximate time within which such improvements are to be made, and further that said ordinance contained a statement of the municipal or public services which the said City of Leland, Mississippi, proposed to render in such annexed territory.

5) That no objections have been filed by any firm, person or corporation to the proposed enlargement and modification of the corporate limits and boundaries of the City of Leland, Mississippi.

6) That the court, being fully advised in the premises, finds and adjudicates that the proposed enlargement, extension, modification and definition of the corporate limits and boundaries of the City of Leland, Mississippi, 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.

It is therefore ORDERED, ADJUDGED and DECREED that said ordinance

duly adopted by the mayor and board of aldermen of the City of Leland, Mississippi, on December 6, 1977, and recorded at page 299, et seq., of Minute Book 11 of the minutes of said mayor and board of aldermen of said city, be and the same is hereby approved, ratified and confirmed and that the proposed enlargement, extension, modification and definition of the corporate limits and boundaries of the City of Leland, Mississippi, be and the same is hereby approved, ratified and confirmed; the boundaries of said municipality, as altered, being described as follows:

Commencing at the Northeast Corner of the Intersection of Fourth Street (now redesignated "Fifth Street") and Palm Street in the City of Leland, Washington County, Mississippi; thence North no degrees 29 minutes East along the original East boundary of Palm Street, 437.64 feet; thence South 83 degrees 13 minutes East, 660.62 feet to the POINT OF BEGINNING herein; thence North 6 degrees 47 minutes East, 437.18 feet; thence North 88 degrees 55 minutes West, 383.0 feet; thence North no degrees 54 minutes East, 647.38 feet to the centerline of a City Ditch; thence North 1 degree 2 minutes East along said City Ditch, 1254.4 feet; thence North 101.76 feet to the Northern boundary of the right-of-way of the Leland-Yerger Branch of the Illinois Central Gulf Railroad; thence North (true bearing is North 1 degree 36 minutes West) 2090.74 feet to a concrete monument which is the accepted corner common to Section 11, 12, 13 and 14 of Township 18 North, Range 7 West; thence South 87 degrees 40 minutes West along the centerline of a secondary drainage ditch, 157.8 feet to the centerline of U.S.-Mississippi Highway No. 61; thence Southwesterly along the centerline of said highway, 1207.0 feet; thence North 53 degrees 18 minutes West, 606.74 feet to the easterly boundary of the Main Line of the Illinois Central Gulf Railroad; thence South 37 degrees West along the Easterly boundary of said railroad right of way, 632.6 feet; thence South 88 degrees 30 minutes West, 1057.0 feet; thence North 79 degrees 45 minutes West, 888.0 feet; thence West, 1599.5 feet; thence South 1099 feet; thence North 86 degrees 20 minutes West 430 feet; thence North 75 degrees West, 1838 feet; thence South 15 degrees 14 minutes West, 350 feet; thence South 2 degrees 23 minutes West, 132.9 feet; thence South 71 degrees 35 minutes West, 569.84 feet; thence South 32 degrees 25 minutes East, 617.23 feet to the South boundary of a County Road 50 feet wide; thence South 36 degrees 31 minutes West along the South boundary of said road, 277.12 feet to the centerline of Ditch #2 of the Black Bayou Drainage District; thence South no degrees 33 minutes West along the centerline of said ditch, 2366.71 feet to the South boundary of U.S.-Miss. Highway #82; thence South 34 degrees 14 minutes West along the South boundary of said highway, 693.93 feet to a point on the present City Limits

boundary; thence South 82 degrees 22 minutes East along the south boundary of said highway, 2054.31 feet to a point on the present City Limits boundary; thence South 44 degrees 39 minutes West, 187.2 feet; thence South 58 degrees East, 2446.6 feet to a concrete monument on the east boundary of U.S.-Miss. Highway No. 61; thence North 29 degrees 16 minutes East, 600 feet to a concrete right of way mark; thence North 74 degrees 19 minutes East 295 feet to a concrete right of way mark set on the south boundary of U.S.-Miss. Highway No. 82, being the point of curve to the left; thence easterly along the curvature of said highway 2044.3 feet to a concrete right of way monument at end of curve; thence North 73 degrees 20 minutes East along the southerly boundary of said highway, 2639.6 feet to the center or thread of stream of Deer Creek; thence meandering the center or thread of stream of Deer Creek with bearings and distances as follows: South 45 degrees 19 minutes East, 414.5 feet; thence South 40 degrees 34 minutes East, 254.22 feet; thence South 35 degrees 30 minutes East, 420.12 feet; thence South 25 degrees 58 minutes East, 509.81 feet; thence South 11 degrees 59 minutes East, 503.28 feet; thence South 22 degrees 52 minutes East, 159.89 feet to the west line of Section 24, Township 18 North, Range 7 West; thence leaving Deer Creek and bearing East along the north line of Colored Cemetery, 515.2 feet; thence South 222.5 feet to a property line fence; thence South 88 degrees 42 minutes East along property line fence between Dean Hebron and Lakeview Acres property, 544.2 feet to a fence corner; thence North 81 degrees 21 minutes 30 seconds East, 175.6 feet to an iron post on the west edge of a gravel road; thence North 58 degrees 56 minutes 30 seconds East, 197.4 feet; thence North 41 degrees 56 minutes East, 272.7 feet; thence North 8 degrees 28 minutes East, 1552.5 feet to the center of Lake Mendococ; thence North 56 degrees 51 minutes West, 512.78 feet to the north back of said lake; thence leaving said lake and bearing North 6 degrees 45 minutes East, 197.4 feet; thence North 83 degrees 15 minutes West, 146.3 feet; thence North 6 degrees 45 minutes East, 330 feet; thence North 90 degrees 13 minutes West, 438.27 feet; thence North 83 degrees 15 minutes West, 1021.59 feet to the POINT OF BEGINNING.

It is further ORDERED, ADJUDGED and DECREED that the Clerk of this court forward to the Secretary of State of the State of Mississippi a certified copy of this decree, and that this decree be recorded in and made a permanent record in the minutes of this court.

It is further ORDERED, ADJUDGED and DECREED that the mayor and board of aldermen of the City of Leland, Mississippi, furnish to the Clerk of this court a plat or map of the boundaries of the said City of Leland as altered by said ordinance and by this decree, and that the Clerk of this court record said plat or map in the official Plat Book of this county.

ORDERED, ADJUDGED and DECREED, this 26th day of May,  
A.D., 1978.

/S/ Willard L. McIlwain  
C H A N C E L L O R



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

FIRST BAPTIST CHURCH OF LAUDERDALE, INC.

is hereby approved.

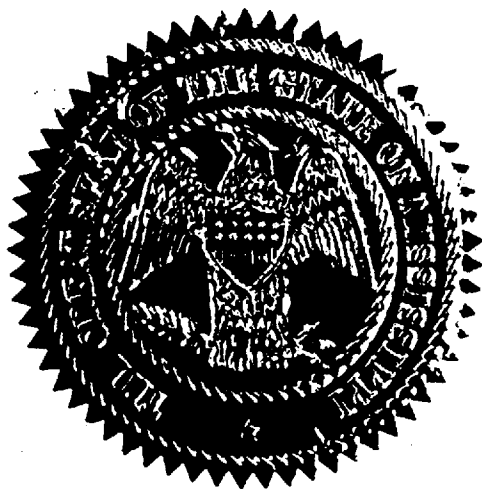
In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 12th day of June A. D., 1978.

*Clair Fuchs*

Governor

By the Governor

*Heber Lodner*  
Secretary of State



FIRST BAPTIST CHURCH LAUDERDALE

Church Resolution Authorizing Incorporation

of

First Baptist Church of Lauderdale

Route 2, Lauderdale, Mississippi 39335

WHEREAS, the above named Church, by proper resolution, has heretofore named, constituted and appointed Frank Stallworth, Buddy Brent, M. A. Moody, "Bud" Evans, and Mary Etta Coker, as its Trustees to manage and hold title to properties and other assets of the Church; and,

WHEREAS, the membership of the said Church, at a meeting duly called for said purpose, determined, decided and voted by resolution to incorporate said Church, 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 the said Church for religious purposes.

"Be it futhre 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 3rd day of May, 1978."

We, the undersigned Pastor and Secretary of the above named Church, do hereby certify that we hold the position opposite our names and further certify that the above and foregoing resolution was duly and properly adopted by a unanimous vote of the membership of the said Church at a meeting called for the said purpose on the 3rd day of

May 1978. The above resolution appears on the official minutes of the said Church.

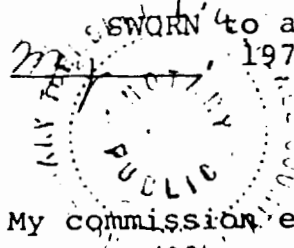
WITNESS OUR SIGNATURES, this the 29 day of May, 1978.

PASTOR Jerry B. [Signature]

SECRETARY Mrs. Houston [Signature]

STATE OF MISSISSIPPI  
COUNTY OF LAUDERDALE

SWORN to and subscribed before me, this the 29th day of May, 1978.



[Signature]  
NOTARY PUBLIC

My commission expires: 7-28-80

CHARTER OF INCORPORATIONFIRST BAPTIST CHURCH OF LAUDERDALE

Route 2, Lauderdale, Mississippi 39335

## I.

The corporate title of said company is FIRST BAPTIST CHURCH OF LAUDERDALE, INC.

## II.

The names, street addresses and post office addresses of the incorporators are: Frank Stallworth, Lauderdale, Mississippi; Buddy Brent, Lauderdale, Mississippi; M. A. Moody, Lauderdale, Mississippi; "Bud" Evans, Lauderdale, Mississippi; and Mary Etta Coker, Lauderdale, Mississippi. All of the above named incorporators are bona fide, adult, competent, resident citizens of the State of Mississippi.

## III.

The domicile of the Corporation is Route 2, Lauderdale, Mississippi 39335.

## IV.

This is a non-profit corporation, and no shares of stock shall be issued. Pursuant to Section 79-11-1 of Mississippi Code of 1972, this corporation is created, and it shall be operated and act as a religious corporation.

## V.

Period of existence shall be perpetual.

## VI.

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 the said corporation, which said rights and powers shall be limited to those reasonable and necessary to accomplish the stated purpose of the association being incorporated. 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 reasonably necessary for the accomplishment of the purposes and powers of this corporation.

(4) To collect tithes and offerings from members and the public, to make gifts and appropriations from any and all its resources, from time to time, to carry out the objects and purposes of the corporation, to hypothecate its income and its property of all kinds for the purpose of repairing and maintaining or building of churches or other structures used or maintained for the purposes of this corporation, to generally organize and act as a 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 any special meetings thereof not inconsistent with this charter or with the laws of this state for the administration and regulation of the affairs of the corporation.

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

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

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

(12) To carry out all purposes and objectives, whether specified herein or not, which are desirable, advantageous,

or incidental to the purposes for which this corporation is formed.

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 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.

*Frank Stallworth*  
FRANK STALLWORTH

*Buddy Brent*  
BUDDY BRENT

*M. A. Moody*  
M. A. MOODY

*"Bud" Evans*  
"BUD" EVANS

*Mary Etta Coker*  
MARY ETTA COKER

STATE OF MISSISSIPPI  
COUNTY OF LAUDERDALE

This day personally appeared before me, the undersigned authority in and for the aforesaid jurisdiction, Frank Stallworth, Buddy Brent, M. A. Moody, "Bud" Evans, and Mary Etta Coker, incorporators of the Corporation known as

and foregoing Articles of incorporation as their act and deed on this the 29 day of May, 1978.

Rose May Townsend  
NOTARY PUBLIC

My Commission Expires: 7-28-80



Received at the Office of the Secretary of State, this  
the 5 day of June, 1978, 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 Ladner  
SECRETARY OF STATE

Jackson, Mississippi, 8 June 78

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.

A. Sumner  
ATTORNEY GENERAL

John M. Kerton  
ASSISTANT ATTORNEY GENERAL



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CLEVELAND LEASED HOUSING 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 12th day of June A. D., 1978.

*Calvin Fischer*

Governor

By the Governor

*Heber Lodner*  
Secretary of State



CLEVELAND

RESOLUTION OF / LEASED HOUSING ASSOCIATION,  
AN UNINCORPORATED ASSOCIATION, 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 / Cleveland Leased Housing Association,  
an unincorporated association of individuals, that it is to the best interests  
of this association that it be forthwith incorporated as a non-profit corporation  
under the laws of the State of Mississippi applicable thereto and that \_\_\_\_\_  
Robert M. Herring, III - Rhonda Haggard - David T. Wilson, Jr.

all adult resident citizens of the State of Mississippi are elected, appointed,  
and designated and authorized to act as incorporators in applying for a charter  
of this association to be named / Cleveland Leased Housing Corporation; 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, David T. Wilson, 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 a Resolution duly and properly adopted at a meeting thereof held  
on the 23rd day of May, 19 78, at Louisville  
Mississippi, at which a majority of the members were present,  
and said meeting was duly and properly called and held.

WITNESS my signature, this the 23rd day of May,

19 78

  
Secretary

CHARTER OF INCORPORATION  
OF  
CLEVELAND LEASED HOUSING CORPORATION

1. The corporate title of said corporation shall be: Cleveland  
LEASED HOUSING CORPORATION.

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

Robert M. Herring, III  
P.O. Box 328  
Louisville, Mississippi 39339

Rhonda Haggard  
Rt. 4, Box 153  
Louisville, Mississippi 39339

David T. Wilson, Jr.  
200 No. Hudson St.  
Louisville, Mississippi 39339

3. The domicile of the corporation shall be \_\_\_\_\_  
200 North Hudson St. - Louisville, Miss. 39339

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.

4. This is a non-profit corporation and no shares of stock shall  
be issued. This is a uniform lowcost multi-family housing corporation.

This corporation is created, and shall act and operate as a low-  
cost housing development corporation, to own, acquire and develop real estate and  
to construct and maintain a sewer and water system therefor.

5. The period of the existence shall be perpetual.

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

The Corporation does not contemplate pecuniary gain or  
profit, incidental or otherwise, to its members. The  
purposes for which the Corporation is formed, not  
being contrary to law, but purely charitable with the  
ultimate aim of promoting the well-being of man,  
including a statement of the rights and powers that  
are to be exercised by said corporation which rights  
and powers shall be limited to those reasonably  
necessary to accomplish the stated purposes of the  
corporation being incorporated are as follows:

To promote and advance low rent housing in the County of Bolivar in cooperation with the Housing Authority of the City of Cleveland, Mississippi (hereinafter referred to as the "Authority") by, among other things rendering financial assistance to the Authority by financing and constructing in the County of Bolivar one or more units, projects or future projects usable for public housing purposes by the Authority or other purposes not inconsistent therewith.

To acquire by lease, purchase, lease-back or otherwise, real estate or any interest therein located in the County of Bolivar; to construct or otherwise acquire and equip buildings and structures which may be utilized by the Authority for low rent housing and by sale, lease, sub-lease or otherwise, to make all of such properties available to or for the benefit of the Authority or its successor.

To promote the common good and general welfare of the County of Bolivar, its inhabitants, surrounding territories and its inhabitants, benefiting society by reducing the causes of crime, poor health, blighted conditions and community improvement by providing the aforesaid facilities.

To purchase or in any wise acquire for investment or for sale or otherwise, lands contracts for the purchase or sale of lands, buildings, improvements, and any other property of any kind or tenure, or any interest therein, and any property, works or undertakings connected with the use or development of any property of the company within the State of Mississippi, and within any other state or territory of the United States; and as consideration for same, to pay cash, or to issue debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

To apply for, procure, and to take out patents of the United States of America upon any lands in which the corporation may have an interest.

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

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

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

To have and exercise all powers, privileges and rights conferred on this corporation by the Laws of the State of Mississippi, and all powers and rights reasonably necessary or proper to carry out the purposes for which this corporation is formed, except such as are inconsistent with the express provision of the Act under which this corporation is incorporated and the Laws of the State of Mississippi.

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.

7. The names and addresses of the members of the initial Board of Directors who shall hold office until the first annual meeting of the members, and until their successors shall have been elected and qualified, as provided in the By-Laws, are:

Robert M. Herring, III  
P.O. Box 328  
Louisville, Miss. 39339

Rhonda Haggard  
Rt. 4, Box 153  
Louisville, Miss. 39339

David T. Wilson, Jr.  
200 No. Hudson St.  
Louisville, Miss. 39339

The initial Board of Directors shall have the direction of the affairs of the corporation and shall meet within thirty days after issuance of the Certificate of Incorporation by the Secretary of State for the purpose of adopting By-Laws and taking such other actions as necessary to perfect the organization of the corporation, and to make a report thereof. Thereafter, By-Laws may be amended and officers elected as provided in such By-Laws.

8. The corporation shall be limited to carrying out the low-income housing Project #MS 26-0019-030 at Cleveland Mississippi, including the financing which has been approved by the Housing Authority of City of Cleveland, organized and operating pursuant to MISS CODE S 43-33-1 et seq., and by the United States Department of Housing and Urban Development.

9. Any net earnings of the corporation (beyond those necessary for retirement of corporate indebtedness to Unifirst Federal Savings & Loan Assn. may not enure to the benefit of any person or entity other than to the Housing Authority of City of Cleveland.

10. The name of the initial registered agent of said corporation who shall act until a successor shall be elected and qualified is Robert M. Herring III P.O. Box 328 - Louisville, Miss.

11. 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.

12. Upon dissolution of the corporation, its title to or interest in any real or personal property shall vest in the Housing Authority of the City of Cleveland, Mississippi.

13. Any amendment hereto shall not become effective unless approved by the Housing Authority of the City of Cleveland, Mississippi, and the United States Department of Housing and Urban Development.

WITNESS our signatures on this the 23rd day of May

19 78

David T. [Signature]
Robert M. Herring III
Florida M. Haggard
INCORPORATORS

STATE OF MISSISSIPPI

COUNTY OF WINSTON

Personally appeared before me, the undersigned officer in and for said county and state, Robert M. Herring, III; Rhonda Haggard and David T. Wilson, Jr., incorporators of the corporation known as Cleveland Leased Housing Corporation, who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on the day and year therein stated.

GIVEN under my hand and official seal of office, on this the 23rd day of May, 19 78.

Anne H. Miles  
Notary Public

4-13-82  
My Commission Expires



Received at the office of the Secretary of State, this the 5 day of June

A. D., 1978, together with the sum of \$20<sup>00</sup> deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Zeber Ladner  
SECRETARY OF STATE.

Jackson, Miss..

8 June 78

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.

A. H. Sumner  
ATTORNEY GENERAL.

By John W. Keaton  
Assistant Attorney General.



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HORN ROAD 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 12th day of June A. D. , 1978.

*Caleb Fitch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



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

Be it resolved by the members of Horn Road Hunting Club  
an unincorporated association of individuals, that it is the best interests  
of this association that it be forthwith incorporated as a nonprofit corporation  
under the law of the State of Mississippi applicable thereto and that  
Bill Braswell, Sammy Thorne, and A.R. Braswell  
are elected, appointed, designated and authorized to act as incorporators in  
applying for a charter of this association to be named Horn Road  
Hunting Club, Inc; that they are fully empowered to do  
so and perform any and all other acts necessary to secure said charter and  
authorize the expenditure of such funds of the association as may be necessary  
so to do.

CERTIFICATE

I, Kathryn Morris, do hereby certify that I am the duly  
elected, qualified and acting Secretary of the above named unincorporated  
association of individuals, and that the foregoing is true and correct copy  
of a Resolution duly adopted at a meeting thereof held on the 14 day  
of January, 1978, at Clark 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 14  
day of January, 1978.

Secretary Kathryn Morris

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**

*Horn Road Hunting Club*

1. The corporation title of said company is: *Horn Road 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
<i>Bill Benson</i>	<i>603-58th Ave.</i>	<i>Meridian</i>	<i>ms.</i>
<i>Sammy Gunn</i>	<i>Rt. 2 Box 191B</i>	<i>Waynesboro</i>	<i>ms.</i>
<i>A.R. Braswell</i>	<i>Rt. 2 Box 187</i>	<i>Waynesboro</i>	<i>ms.</i>

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

3. The domicile is at *Rt. 2 Box 187 Waynesboro* *Ms. 39367*  
(Street and No.) (City) (State)

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

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

5. Period of existence shall be perpetual.

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

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

Resident Agent *A.R. Braswell*

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.

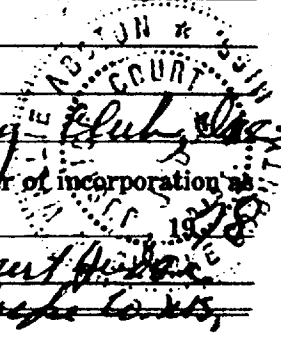
Signatures: Bill Benson  
Sunny Sum  
A. R. Braswell  
\_\_\_\_\_  
\_\_\_\_\_  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
County of Clarke

This day personally appeared before me, the undersigned authority Bill Benson  
Sunny Sum, A. R. Braswell,

incorporators of the corporation known as the Horn Road Hunting Club, Inc.  
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as  
(his) (their) act and deeds on this the 30 day of May  
My commission expires Lebbie Alston Justice Court Clerk  
1-7-80 Clarke County, Miss.



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 June  
A.D., 1978 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., 8 June, 1978

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.  
Ab. Sumner Attorney General  
By John H. Kerton 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

PEARL LEASED HOUSING 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 12th day of June A. D., 1978.

*Cliff Fuchs*  
Governor

By the Governor

*Heber Padner*  
Secretary of State



RESOLUTION OF PEARL LEASED HOUSING ASSOCIATION,  
AN UNINCORPORATED ASSOCIATION, 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 Pearl Leased Housing Association,  
an unincorporated association of individuals, that it is to the best interests  
of this association that it be forthwith incorporated as a non-profit corporation  
under the laws of the State of Mississippi applicable thereto and that \_\_\_\_\_  
Robert M. Herring, III - Rhonda Haggard - David T. Wilson, Jr.

all adult resident citizens of the State of Mississippi are elected, appointed,  
and designated and authorized to act as incorporators in applying for a charter  
of this association to be named Pearl Leased Housing Corporation; 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, David T. Wilson, 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 a Resolution duly and properly adopted at a meeting thereof held  
on the 22nd day of May, 19 78, at Louisville  
\_\_\_\_\_, at which a majority of the members were present,  
and said meeting was duly and properly called and held.

WITNESS my signature, this the 22nd day of May,

19 78.

David T. Wilson, Jr.  
Secretary

CHARTER OF INCORPORATION  
OF  
PEARL LEASED HOUSING CORPORATION

1. The corporate title of said corporation shall be: \_\_\_\_\_

PEARL LEASED HOUSING CORPORATION.

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

Robert M. Herring, III  
P.O. Box 328  
Louisville, Miss. 39339

Rhonda Haggard  
Rt. 4, Box 153  
Louisville, Miss. 39339

David T. Wilson, Jr.  
200 No. Hudson  
Louisville, Miss. 39339

3. The domicile of the corporation shall be \_\_\_\_\_

200 North Hudson St. - Louisville, Miss. 39339

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.

4. This is a non-profit corporation and no shares of stock shall be issued. This is a uniform lowcost multi-family housing corporation.

This corporation is created, and shall act and operate as a low-cost housing development corporation, to own, acquire and develop real estate and to construct and maintain a sewer and water system therefor.

5. The period of the existence shall be perpetual.

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

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes for which the Corporation is formed, not being contrary to law, but purely charitable with the ultimate aim of promoting the well-being of man, including a statement of the rights and powers that are to be exercised by said corporation which rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the corporation being incorporated are as follows:

To promote and advance low rent housing in the County of Rankin in cooperation with the Housing Authority of the City of Pearl, Mississippi (hereinafter referred to as the "Authority") by, among other things rendering financial assistance to the Authority by financing and constructing in the County of Rankin one or more units, projects or future projects usable for public housing purposes by the Authority or other purposes not inconsistent therewith.

To acquire by lease, purchase, lease-back or otherwise, real estate or any interest therein located in the County of Rankin; to construct or otherwise acquire and equip buildings and structures which may be utilized by the Authority for low rent housing and by sale, lease, sub-lease or otherwise, to make all of such properties available to or for the benefit of the Authority or its successor.

To promote the common good and general welfare of the County of Rankin, its inhabitants, surrounding territories and its inhabitants, benefiting society by reducing the causes of crime, poor health, blighted conditions and community improvement by providing the aforesaid facilities.

To purchase or in any wise acquire for investment or for sale or otherwise, lands contracts for the purchase or sale of lands, buildings, improvements, and any other property of any kind or tenure, or any interest therein, and any property, works or undertakings connected with the use or development of any property of the company within the State of Mississippi, and within any other state or territory of the United States; and as consideration for same, to pay cash, or to issue debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

To apply for, procure, and to take out patents of the United States of America upon any lands in which the corporation may have an interest.

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



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

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

To have and exercise all powers, privileges and rights conferred on this corporation by the Laws of the State of Mississippi, and all powers and rights reasonably necessary or proper to carry out the purposes for which this corporation is formed, except such as are inconsistent with the express provision of the Act under which this corporation is incorporated and the Laws of the State of Mississippi.

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.

7. The names and addresses of the members of the initial Board of Directors who shall hold office until the first annual meeting of the members, and until their successors shall have been elected and qualified, as provided in the By-Laws, are:

Robert M. Herring, III  
P.O. Box 328  
Louisville, Miss. 39339

Rhonda Haggard  
Rt. 4, Box 153  
Louisville, Miss. 39339

David T. Wilson, Jr.  
200 No. Hudson St.  
Louisville, Miss. 39339

The initial Board of Directors shall have the direction of the affairs of the corporation and shall meet within thirty days after issuance of the Certificate of Incorporation by the Secretary of State for the purpose of adopting By-Laws and taking such other actions as necessary to perfect the organization of the corporation, and to make a report thereof. Thereafter, By-Laws may be amended and officers elected as provided in such By-Laws.

8. The corporation shall be limited to carrying out the low-income housing Project # MS 26-0022-013 at Pearl Mississippi, including the financing which has been approved by the Housing Authority of City of Pearl, organized and operating pursuant to MISS CODE S 43-33-1 et seq., and by the United States Department of Housing and Urban Development.

9. Any net earnings of the corporation (beyond those necessary for retirement of corporate indebtedness to Unifirst Federal Savings & Loan Assn.) may not enure to the benefit of any person or entity other than to the Housing Authority of City of Pearl.

10. The name of the initial registered agent of said corporation who shall act until a successor shall be elected and qualified is Robert M. Herring, III P.O. Box 328 - Louisville, Miss.

11. 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.

12. Upon dissolution of the corporation, its title to or interest in any real or personal property shall vest in the Housing Authority of the City of Pearl, Mississippi.

13. Any amendment hereto shall not become effective unless approved by the Housing Authority of the City of Pearl, Mississippi, and the United States Department of Housing and Urban Development.

WITNESS our signatures on this the 22nd day of May,

19 78.

David T. Wilson Jr.

Robert M. Herring III

Rhonda M. Haggard

INCORPORATORS

STATE OF MISSISSIPPI

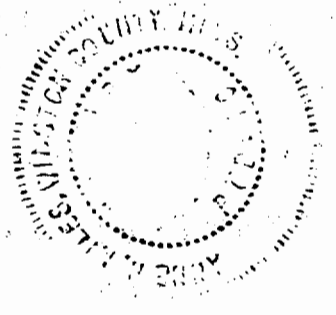
COUNTY OF WINSTON

Personally appeared before me, the undersigned officer in and for said county and state, Robert M. Herring, III; Rhonda Haggard and David T. Wilson, Jr., incorporators of the corporation known as Pearl Lease Housing Corporation, who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on the day and year therein stated.

GIVEN under my hand and official seal of office, on this the 22nd day of May, 19 78.

Anne H. Miles  
Notary Public

4-13-82  
My Commission Expires



Received at the office of the Secretary of State, this the 5 day of June

A. D., 19 78, together with the sum of \$ 20<sup>00</sup> deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Ludner  
SECRETARY OF STATE.

Jackson, Miss.:

8 June 78

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.

A. M. Swann  
ATTORNEY GENERAL.

By John B. Weston  
Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI PRODUCT LIABILITY TASK FORCE, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 12th day of June A. D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



RESOLUTION OF Mississippi Product Liability Task Force  
An Unincorporated Association, To Incorporate, Designating the incorporators,  
The name of the proposed corporation and authorizing the expenditure of the  
funds of the association necessary to do so.

Be it resolved by the members of Mississippi Product Liability Task Force  
an unincorporated association of individuals, that it is the best interests  
of this association that it be forthwith incorporated as a nonprofit corporation  
under the law of the State of Mississippi applicable thereto and that  
Liles B. Williams, R. G. Barnes, Dean Dunaway, James T. Thompson  
are elected, appointed, designated and authorized to act as incorporators in  
applying for a charter of this association to be named Mississippi Product  
Liability Task Force, Inc.; that they are fully empowered to do  
so and perform any and all other acts necessary to secure said charter and  
authorize the expenditure of such funds of the association as may be necessary  
so to do.

CERTIFICATE

I, Dean Dunaway, do hereby certify that I am the duly  
elected, qualified and acting Secretary of the above named unincorporated  
association of individuals, and that the foregoing is true and correct copy  
of a Resolution duly adopted at a meeting thereof held on the 23rd day  
of June, 1977, at Jackson Hilton, 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 26  
day of MAY, 1978.

Secretary Dean Dunaway

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 PRODUCT LIABILITY TASK FORCE

1. The corporation title of said company is: Mississippi Product Liability Task Force, 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
Liles B. Williams	P. O. Box 22892 815 South State Street	Jackson,	MS
R. G. Barnes	P. O. Box 22892 815 South State Street	Jackson	MS
Dean Dunaway	P. O. Box 22892 815 South State Street	Jackson	MS
James T. Thompson	P. O. Box 22892 815 South State Street	Jackson	MS

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

3. The domicile is at 815 South State (P. O. Box 22892) Jackson MS  
(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.) The Corporation is organized exclusively for Non-Profit purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations as authorized by the provisions of Section 79-11-1, Code of Mississippi, of 1972, and amendments thereto and under section 501 (c) (3) of the Internal Revenue Code of 1954. No shares of stock shall be issued, said corporation is a fraternal organization.

5. Period of existence shall be perpetual.

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

The Corporation is organized to obtain more favorable Product Liability Legislation for the wholesalers in Mississippi. Contributions from wholesalers in Mississippi provide the support for the Corporation's activity.

The Corporation is empowered to seek the passage of more favorable legislation for the wholesalers in Mississippi. The rights and powers of the Corporation shall be limited to those necessary to accomplish the stated purpose for which the Corporation was created.

No part of the net earnings of the Corporation shall inure to the benefits of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four, hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized for non-profit purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



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: *Liles B. Williams*

*R.G. Barnes*

*Dean Dunaway*

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Hinds

This day personally appeared before me, the undersigned authority Liles B. Williams

R. G. Barnes, Dean Dunaway

incorporators of the corporation known as the Mississippi Product Liability Task Force, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 26th day of May, 1978

*My commission Expires: 5/1/82*

*Arlene M. [unclear]*

STATE OF MISSISSIPPI

County of Faunt

This day personally appeared before me, the undersigned authority James T. Thompson

incorporators of the corporation known as the Miss Products Liability Task Force, Inc.

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deed on this the 30 day of May, 1978

*My Commission Expires March 4, 1982*

*Robert C. Allen, Notary Public*

Received at the office of the Secretary of State this the 1 day of June, A.D., 1978, 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., 2 June, 1978

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

*A. H. [unclear]*  
Attorney General

By *John H. Nelson*  
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

HISTORIC CHURCHES FOUNDATION OF NATCHEZ, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 12th day of June A. D., 1978.



*Calvin Fairchild*

Governor

By the Governor

*Heber Ladner*

Secretary of State

RESOLUTION

"Be it resolved that The Historic Churches Foundation of Natchez, an unincorporated organization and association, with headquarters in Natchez, Mississippi, be organized as a non-profit corporation under the Provisions of Section 79-11-1 Mississippi Code 1972, and that the following members of this organizations, to-wit: Eugene Platte, Everette Truly and Albert Metcalfe, be and they are hereby duly and fully authorized to apply for a charter of incorporation for such non-profit corporation, and to do and perform any and all acts necessary or advisable to complete and perfect the organization of such corporation."

CERTIFICATE

I, the undersigned Secretary of the Historic Churches Foundation of Natchez, an unincorporated organization and association, do hereby certify that the above and foregoing is a true and correct copy of the Resolution adopted by the members of said association at a duly called and held meeting on the 11th day of July, 1977, at which meeting a quorum was present and acting throughout.

This the 11th day of July, 1977.

E. Truly  
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

### HISTORIC CHURCHES FOUNDATION OF NATCHEZ

1. The corporation title of said company is: **Historic Churches Foundation of Natchez, 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
Eugene A. Platte	213 Espero Drive,	Natchez, Mississippi	39120
Everette Truly	508 Washington Street,	Natchez, Mississippi	39120
Albert W. Metcalfe	108 Overton Road,	Natchez, Mississippi	39120

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

3. The domicile is at 201 South Pearl Street, Natchez, Mississippi 39120  
(Street and No.) (City) (State)
4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

The Corporation is a non-profit corporation. No shares of stock will be issued, said corporation is a civic improvement organization.

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

The purpose for which this corporation is created is to foster, encourage and engage in the preservation and restoration of Historic Churches and church properties.

The rights and powers of the corporation are to sue and be sued; to acquire and own any and all types of property, real or personal, and to deal with it in any lawful manner; to receive gifts and donations, to make gifts, loans, grants in furtherance of the purpose of this corporation.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

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

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

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

Signatures:

*Eugene A. Platte*  
*Albert W. Metcalfe*  
*Everette Truly*

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of ADAMS

This day personally appeared before me, the undersigned authority  
Eugene A. Platte, Everette Truly, Albert W. Metcalfe

incorporators of the corporation known as the Historic Churches Foundation of Natchez, Inc  
who acknowledged that ~~he~~ (they) signed and delivered the above and foregoing charter of incorporation as  
~~this~~ (their) act and deeds on this the 29<sup>th</sup> day of May, 1978

*Karen C. Morris*

My Commission Expires Sept 11, 1979

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 1<sup>st</sup> day of June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.

*Heber Salmer*

Secretary of State

Jackson, Miss., 2 June, 1978

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.

*A. H. Kummer*  
Attorney General

By *John B. Weston*  
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

ST. LUKE'S ANGLICAN CHURCH

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 12th day of June A. D., 1978.



*Cliff Fitch*

Governor

By the Governor

*Heber Ladner*

Secretary of State

On motion of Carolyn Bledsoe, seconded by Betty Watzek, the following resolution was duly adopted:

WHEREAS, St. Luke's Anglican Church is at this time organized and operating as an unincorporated association; and

WHEREAS, The members of said church wish to incorporate under the laws of the State of Mississippi as a non-profit corporation; therefore,

RESOLVED, That St. Luke's Anglican Church, Greenville, Mississippi, proceed to elect three members as incorporators of said church and that upon election they be and are hereby authorized to apply for a charter of incorporation and to execute all papers necessary for said church to incorporate.

The next order of business was the election of incorporators. Betty Watzek, Dorothy Voorhies, and Lou McIlwain were nominated. On motion of Carolyn Bledsoe, duly seconded and carried, they were unanimously elected as the incorporators of St. Luke's Anglican Church, with authority to apply for a charter of incorporation and to execute all papers necessary for incorporation.

I, the undersigned secretary do hereby certify that the above and foregoing is a true and correct extract from the minutes of a meeting of St. Luke's Anglican Church, Greenville, Mississippi, held May 21, 1978.

  
Ruth Nunnery, 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: St. Luke's Anglican Church

2. The name 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
Betty Watzek (Mrs. Peter F. Watzek)	P. O. Box 480	Greenville, Mississippi	38701
Dorothy Voorhies (Mrs. W. J. Voorhies)	1688 Canal St.	Greenville, Mississippi	38701
Lou McIlwain (Mrs. Willard L. McIlwain)	745 S. Washington	Greenville, Mississippi	38701

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

3. The domicile is at 745 S. Washington Greenville, Mississippi 38701  
(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 non-profit, and no shares of stock will be issued. It is created and shall act as a church and is created and shall operate under Section 79-11-1 of the Mississippi Code of 1972, and any amendments thereto.

5. Period of existence shall be perpetual.



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

The purpose for which this corporation is created is to perform all functions ordinarily performed by a church adhering to Doctrine, Discipline and Worship in the Anglican tradition.

Said corporation shall have the right and power to receive tithes and offerings and gifts of real, personal, and mixed property for the support, operation, and maintenance of this corporation in the accomplishment of its purposes.

It shall have all rights and powers provided by the statutes of the State of Mississippi for religious non-profit corporations, including the right and power to buy and sell property, to accept and to execute notes and deeds of trust as security for indebtedness, to issue church bonds, to invest and re-invest funds available to it, to sue and be sued in its corporate name, and to defend suits or actions against it in its corporate name, and to adopt a constitution and by-laws for the regulation of its internal affairs.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall 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: Betty Watzek (Mrs. Peter F. Watzek)  
Betty Watzek (Mrs. Peter F. Watzek)

Dorothy Voorhies (Mrs. W. J. Voorhies)  
Dorothy Voorhies (Mrs. W. J. Voorhies)

Lou McIlwain (Mrs. Willard L. McIlwain)  
Lou McIlwain (Mrs. Willard L. McIlwain)

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Washington

This day personally appeared before me, the undersigned authority Betty Watzek, Dorothy Voorhies, and Lou McIlwain

incorporators of the corporation known as the St. Luke's Anglican Church

who acknowledged that they (they) signed and executed the above and foregoing articles of incorporation as (his) (their) act and deed on this the 5th day of June, 1978

My Commission Expires April 19, 1980

Sharon H. Steingield  
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 6th day of June A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Helen Palmer  
Secretary of State

Jackson, Miss., 9 June, 1978

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.

W. H. Sumner  
Attorney General

By John H. Weston  
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

TRACE RIDGE BAPTIST CHURCH, RIDGELAND, 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 12th day of June A. D., 1978.

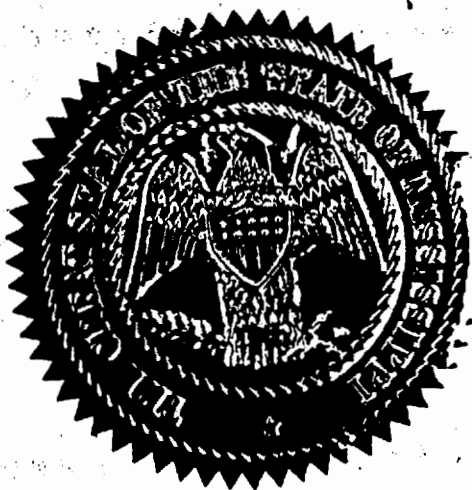
*Calvin Tuck*

Governor

By the Governor

*Heber Ladner*

Secretary of State



RESOLUTION OF  
TRACE RIDGE BAPTIST CHURCH  
RIDGELAND, MISSISSIPPI

WHEREAS, it is in the best interest of our church to be incorporated as a non-profit, non-share corporation to be known as the TRACE RIDGE BAPTIST CHURCH, RIDGELAND, MISSISSIPPI; and

WHEREAS, to accomplish such purpose it is necessary that at least three (3) members of our church, all of whom are adult resident citizens of the State of Mississippi, be authorized to prepare and to file in the Office of the Secretary of State of the State of Mississippi, the Charter of Incorporation of TRACE RIDGE BAPTIST CHURCH, RIDGELAND, MISSISSIPPI; and

WHEREAS, John Collins, Troy McPhail, Willie T. Martin, Howard Moon, Milton Quinn and W. D. Sturdivant, possessing the required qualifications, have been duly elected to prepare and file such Charter of Incorporation;

NOW, THEREFORE, Be It Resolved, that John Collins, Troy McPhail, Willie T. Martin, Howard Moon, Milton Quinn and W. D. Sturdivant are, hereby, authorized and directed to prepare and file with the Secretary of the State of Mississippi a Charter of Incorporation of TRACE RIDGE BAPTIST CHURCH, RIDGELAND, MISSISSIPPI, and to attach thereto a certified copy of this Resoluton.

\*\*\*\*\*

CERTIFICATE

I, hereby, certify that I am the duly, qualified and acting Secretary of the TRACE RIDGE BAPTIST CHURCH and that the foregoing is true and correct copy of a Special Resolution duly adopted at a meeting of the congregation of our church held in accordance with the Bylaws of the Church on the 26th day of February, A.D., 1978.

IN WITNESS WHEREOF, I have affixed my name and seal as Secretary of the TRACE RIDGE BAPTIST CHURCH on this the 24th day of May, A. D., 1978.

Mrs. Beth Roberts  
(Mrs.) Beth Roberts, Secretary  
TRACE RIDGE BAPTIST CHURCH

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

**THE CHARTER OF INCORPORATION OF**  
TRACE RIDGE BAPTIST CHURCH, RIDGELAND, MISSISSIPPI

1. The corporation title of said company is:

TRACE RIDGE BAPTIST CHURCH, RIDGELAND, MISSISSIPPI

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

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

Name	Street & No.	City	State
JOHN COLLINS	Post Office Box 193	Ridgeland (39157)	Mississippi
W. T. MARTIN	Post Office Box 457	Ridgeland (39157)	Mississippi
HOWARD MOON	Route 1, Box 37-E	Madison (39110)	Mississippi
TROY MC PHAIL	Route 8, Box 343	Jackson (39213)	Mississippi
MILTON QUINN	Route 8, Box 336	Jackson (39213)	Mississippi

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

3. The domicile is at 238 East Lake Harbor Drive, Ridgeland Mississippi  
(Street and No.) (City) (State)

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

The corporation is non-profit and no shares of stock shall be issued and, it is a church organization as authorized by the provisions of Section 79-11-1, et seq. Mississippi Code of 1972, Annotated, and amendments thereto.

5. Period of existence shall be perpetual.

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

To engage in the general activity of conducting and maintain an established House of Worship, to advocate and teach the religious doctrines and beliefs of the Southern Baptist Faith and to administer to the needs of church members, visitors and friends; and to accomplish such goals, the corporation may exercise the following rights and powers, to wit: (A) To conduct regular worship, prayer, teaching, and training services and to conduct generally the activity of the corporation, carrying on its operations, and have offices and exercise the powers granted by the State of Mississippi; (B) To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation; (C) To make and alter bylaws, not inconsistent with its Charter of Incorporation or with the laws of the State of Mississippi, for the administration and regulation of the affairs of the corporation; (D) 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; (E) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated; (F) To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets; (G) To make contracts and guarantees and to incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and to secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income; (H) To sue and be sued, to complain and defend in its corporate name; (I) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

6700K 245 PAGE 302

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

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

Signatures: John Collins John Collins  
Troy McPhail Troy McPhail  
Willie T. Martin Willie T. Martin  
Howard Moon Howard Moon  
Milton Quinn Milton Quinn  
W. D. Sturdivant W. D. Sturdivant

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
County of MADISON

This day personally appeared before me, the undersigned authority  
JOHN COLLINS, TROY MC PHAIL, WILLIE T. MARTIN  
HOWARD MOON, MILTON QUINN, W. D. STURDIVANT  
incorporators of the corporation known as the Trace Ridge Baptist Church, Ridgeland, Mississippi  
who acknowledged that ~~(his)~~ (they) signed and delivered the above and foregoing charter of incorporation as  
~~(his)~~ (their) act and deeds on this the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

STATE OF MISSISSIPPI  
County of Madison

This day personally appeared before me, the undersigned authority  
John Collins, Troy McPhail, Willie T. Martin  
Howard Moon, Milton Quinn, W. D. Sturdivant  
incorporators of the corporation known as the \_\_\_\_\_  
who acknowledged that ~~(his)~~ (they) signed and delivered the above and foregoing charter of incorporation as  
~~(his)~~ (their) act and deed on this the 1st day of June, 1978  
Marilla Cannon, notary public

Received at the office of the Secretary of State this the 1st day of June  
A.D., 1978, together with the sum of \$ 2.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.

Heber L. Adams  
Secretary of State

Jackson, Miss., June 2, 1978

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.

A. F. Summer  
Attorney General

By Richard M. Allen  
Special Assistant Attorney General

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

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

YOU UNLIMITED, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 12th day of June A. D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



CERTIFIED COPY OF RESOLUTION OF  
 YOU UNLIMITED AN UNINCORPORATED  
 ASSOCIATION OF INDIVIDUALS, AUTHORIZING APPLICATION  
 FOR ARTICLES OF INCORPORATION AND DESIGNATING INCORPORATORS

---

This is to certify that the following Resolution was adopted by the members attending a meeting of You Unlimited, at 2603 Brookwood Drive, Jackson, Mississippi, 39212, on June 1, 1978.

RESOLVED, that the following were elected officers of the association known as You Unlimited:

Howard L. Lett	-	President
Jo S. Hollman	-	Vice President
Harold E. Hollman	-	Secretary/Treasurer

RESOLVED FURTHER, that Howard L. Lett, Jo S. Hollman and Harold E. Hollman of You Unlimited, an unincorporated association of individuals, be, and they hereby are, authorized, directed and empowered to apply to the Secretary of State of the State of Mississippi for a Charter of Incorporation of this Association as a non-profit, non-share corporation under the provisions of Section 79-11-1 et seq., Mississippi Code of 1972, as amended, and to take all actions and do all things necessary and advisable in connection therewith, including but not limited to the expenditure of such funds of You Unlimited as may be necessary, for and as the act and deed of the Association and corporation.

RESOLVED FURTHER, that Howard L. Lett, Jo S. Hollman and Harold E. Hollman are elected, appointed, designated and authorized to act as incorporators in applying to the Secretary of State of the State of Mississippi for a Charter of Incorporation of the Association as a non-profit, non-share corporation under the provisions of Section 79-11-1 et seq., Mississippi Code of 1972, as amended.

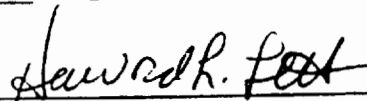
RESOLVED FURTHER, that the name of the corporation herein authorized shall be "YOU UNLIMITED, INC."

ADOPTED this the 5<sup>th</sup> day of June, 1978.

C E R T I F I C A T E

I, Howard L. Lett, do hereby certify that I am the duly elected, qualified and acting President of the above-named unincorporated association of individuals, and that the foregoing is a true and correct copy of a Resolution duly adopted at a meeting thereof held on the 5<sup>th</sup> day of June, 1978, at 2603 Brookwood Drive, Jackson, Mississippi, 39212, at which a majority of the members were present, and said meeting was duly and properly called and held.

WITNESS my signature, this the 5<sup>th</sup> day of June, 1978.



President

Address: 1725 N. State Street  
 Jackson, MS 39202



THE CHARTER OF INCORPORATION OF  
YOU UNLIMITED

1. The corporate title of said company is: YOU UNLIMITED, INC.

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

Jo S. Hollman	2603 Brookwood Dr.	Jackson, MS	39212
Harold E. Hollman	2603 Brookwood Dr.	Jackson, MS	39212
Howard L. Lett	1725 N. State Street	Jackson, MS	39202

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

3. The domicile is at 2603 Brookwood Drive, Jackson, Mississippi, 39212.

4. This corporation is organized and shall be operated exclusively as a non-profit, non-share corporation for civic improvement and educational purposes as authorized by the provisions of Section 79-11-1 of the Mississippi Code of 1972, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law). No shares of stock shall be issued.

5. The period of existence shall be perpetual, unless dissolved, merged or consolidated according to law.

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

To produce for civic improvement and educational purposes cultural, educational and public interest discussion groups, forums, panels, lectures, interviews and other similar programs for presentation and communication to the general public through radio and television (public and educational channels of commercial, non-commercial and cable operating systems), publications and other media.

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501

(c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

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

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

10. For the purpose of accomplishing the stated purpose of the organization, the corporation shall have only such rights and powers as are reasonably necessary to accomplish the purposes stated herein.

11. Persons (including entities) shall be eligible for membership in the corporation in accordance with the provisions contained in the By-laws of the corporation. The Board of Trustees shall be elected in accordance with provisions contained in such By-laws.

Jo S. Hollman  
Jo S. Hollman

Harold E. Hollman  
Harold E. Hollman

Howard L. Lett  
Howard L. Lett

INCORPORATORS

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
COUNTY OF HINDS::::

This day personally appeared before me, the undersigned authority, Jo S. Hollman, one of the incorporators of the corporation known as You Unlimited, Inc., who acknowledged that she signed and delivered the above and foregoing Charter of Incorporation as her act and deed on this the 5<sup>th</sup> day of June, 1978.

John W. Kells  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

STATE OF MISSISSIPPI  
COUNTY OF HINDS::::

This day personally appeared before me, the undersigned authority, Harold E. Hollman, one of the incorporators of the corporation known as You Unlimited, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 5<sup>th</sup> day of June, 1978.

John W. Kells  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

STATE OF MISSISSIPPI  
COUNTY OF HINDS::::

This day personally appeared before me, the undersigned authority, Howard L. Lett, one of the incorporators of the corporation known as You Unlimited, Inc., who acknowledged that he signed and delivered the above and foregoing Charter of Incorporation as his act and deed on this the 2 day of June, 1978.

Howard L. Lett  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

My Commission Expires Nov. 15, 1981

Received at the office of the Secretary of State this the 6<sup>th</sup> day of June, A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[Signature]  
Secretary of State

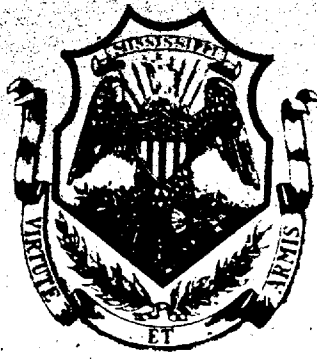
Jackson, Miss. 9 June, 1978

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]  
Assistant Attorney General

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE ZION CHAPEL AFRICAN METHODIST EPISCOPAL CHURCH, INC. OF NATCHEZ

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 12th day of June A. D., 1978.

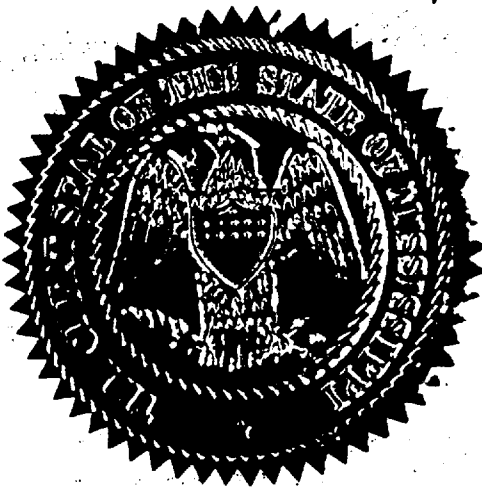
*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



RESOLUTION

OF

THE ZION CHAPEL AFRICAN METHODIST EPISCOPAL CHURCH  
FOR INCORPORATION AS A NON-PROFIT NON-SHARE CHURCH  
AND RELIGIOUS SOCIETY

WHEREAS the Zion Chapel Africian Methodist Episcopal Church is desirous of becoming incorporated as a non-profit non-share church and religious society under the laws and Statutes of the State of Mississippi, and;

WHEREAS the laws and Statutes of the State of Mississippi require the appointment of at least three (3) adult resident citizens of the State of Mississippi and members of the church and religious society aforesaid to act as incorporators of the church and religious society aforesaid, and;

WHEREAS the motion for incorporation of the Zion Chapel African Methodist Episcopal Church has been carried by a majority vote of the members of said church at its regular meeting held on the 3rd day of October, 1977;

IT IS HEREBY NOW RESOLVED that the following named persons be, and they are hereby appointed and authorized to act as incorporators of the Zion Chapel African Methodist Episcopal Church, to-wit:

Miss Delia Katz  
403 Madison Street  
Natchez, Mississippi 39120

Mr. Sidney Fowler  
#7 Minor Street  
Natchez, Mississippi 39120

Mr. Robert Lewis  
915 N. Union Street  
Natchez, Mississippi 39120

Mrs. Beverly B. Smith  
113 Florida Drive  
Natchez, Mississippi 39120

Mr. George F. West, Jr.  
P. O. Box 1202  
Natchez, Mississippi 39120

Mr. Felix Gilmore  
22 Prentiss Street  
Natchez, Mississippi 39120

Mrs. Maggie Todd  
60 Byrd Street  
Natchez, Mississippi 39120

Mr. Addis Watson, Jr.  
122 Louisiana Street  
Natchez, Mississippi 39120

Mr. Robert Johnson, Sr.  
Route 6, Box 548  
Natchez, Mississippi 39120

Rev. R. L. Stanton  
#15 St. Catherine Street  
Natchez, Mississippi 39120

IT IS FURTHER RESOLVED that the above named persons shall be, and are hereby, empowered and authorized to retain and employ an attorney and to do and perform every act and thing necessary to accomplish the objectives set out in this resolution.

WITNESS the signatures of the undersigned officers of the Zion Chapel African Methodist Episcopal Church on this the 22nd day of November, 1977.

R. L. Stanton  
PASTOR

Beverly B. Smith  
SECRETARY

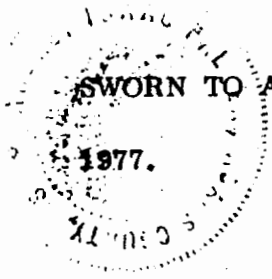
STATE OF MISSISSIPPI  
COUNTY OF ADAMS

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named R. L. Stanton and Beverly B. Smith Pastor and Secretary of the Zion Chapel African Methodist Episcopal Church, who state under oath that the above and foregoing

is a true and exact copy of the same passed and carried at a regular business meeting held on the 3rd day of October, 1977; that they have signed and delivered the same on the day and year therein mentioned and for the purposes therein set forth.

R. J. Stanton  
PASTOR

Beverly B. Smith  
SECRETARY



SWORN TO AND SUBSCRIBED BEFORE me, this the 22nd day of Apr.

Gregory B. Palmer  
Notary Public

My Commission Expires: Sept. 14, 1980



THE CHARTER OF INCORPORATION  
OF  
THE ZION CHAPEL AFRICAN METHODIST EPISCOPAL CHURCH, INC. OF NATCHEZ

---

I.

That the corporate name and title of the aforesaid corporation is THE ZION CHAPEL AFRICAN METHODIST EPISCOPAL CHURCH, INC., OF NATCHEZ

II.

That the names, addresses and places of residence of the aforesaid corporation's incorporators are as follows, to-wit:

1. Miss Delia Katz  
403 Madison Street  
Natchez, Mississippi 39120
2. Mr. Sidney Fowler  
#7 Minor Street  
Natchez, Mississippi 39120
3. Mr. Robert Lewis  
915 North Union Street  
Natchez, Mississippi 39120
4. Mrs. Beverly B. Smith  
113 Florida Drive  
Natchez, Mississippi 39120
5. Mr. George F. West, Jr.  
P. O. Box 1202  
Natchez, Mississippi 39120
6. Mr. Felix Gilmore  
22 Prentiss Street  
Natchez, Mississippi 39120
7. Mrs. Maggie Todd  
60 Byrd Street  
Natchez, Mississippi 39120
8. Mr. Addis Watson, Jr.  
122 Louisiana Street  
Natchez, Mississippi 39120
9. Mr. Robert Johnson, Sr.  
Route 6, Box 548  
Natchez, Mississippi 39120

10. Rev. R. L. Stanton  
#15 St. Catherine Street  
Natchez, Mississippi 39120

That the above and foregoing named incorporators of the said corporation are adult resident citizens of the State of Mississippi.

III.

That the domicile, home office and principal place of business of the aforesaid corporation is 228 North Pine Street, Natchez, Adams County, Mississippi 39120. The Pastor shall be president of the corporation and of the board of trustees, and the method of electing trustees shall be the same as prescribed in the Book of Discipline of said corporation.

IV.

That the corporation aforesaid shall be a non-profit corporation and that it shall issue no shares of stock and that it shall exist principally as a church and religious society.

V.

That the period of existence of the aforesaid corporation shall be perpetual.

VI.

That the purposes of which the aforesaid corporation is created, the same being not contrary to law, are as follows, to-wit:

- A. To promote the dissemination of the doctrinal affirmations, articles of religious, the catechisms of faith, and the general rules and regulations of the African Methodist Episcopal Church.
- B. To promote the educational and religious development of the several members of the Zion Chapel African Methodist Church and to provide a suitable, proper, fitting and dignified place of worship and educational training for said members.
- C. To provide for the common spiritual growth of all advocates and believers in the doctrinal affirmations, articles of religion, and catechisms of faith of the African Methodist Episcopal Church.
- D. To promote, operate, provide and undertake auxilliary benevolent services to the community at large including but not limited to promoting and providing for health care services, medical services, financial assistance, housing, educational assistance and service to the aged, feeble, infirmed, needy, poverty-stricken, orphaned, widowed and otherwise deprived members of the Natchez and Adams County community.

E. To engage in and promote such fund raising activities which are lawfully permissible and necessary to accomplish the above and foregoing activities.

## VII.

That the aforesaid corporation is a non-profit corporation and 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 thereof 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 undersigned incorporators, have set hereunto our hands and signatures.

*Delia Katz*

DELIA KATZ

*Sidney Fowler*

SIDNEY FOWLER

*Robert Lewis*

ROBERT LEWIS

*Beverly B. Smith*

BEVERLY B. SMITH

*George F. West, Jr.*

GEORGE F. WEST, JR.

*Felix Gilmore*

FELIX GILMORE

*Maggie Todd*

MAGGIE TODD

*Addis Watson, Jr.*

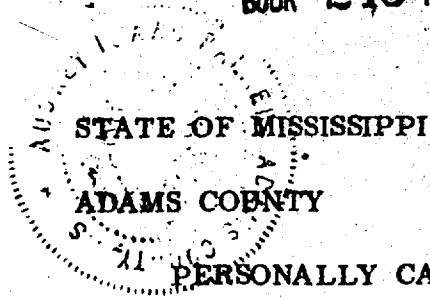
ADDIS WATSON, JR.

*Robert Johnson, Sr.*

ROBERT JOHNSON, SR.

*Rev. R. L. Stanton*

REV. R. L. STANTON



PERSONALLY CAME AND APPEARED BEFORE me, the undersigned authority in and for the jurisdiction aforesaid, the within named DELIA KATZ, SIDNEY FOWLER, ROBERT LEWIS, BEVERLY B. SMITH, GEORGE F. WEST, JR., FELIX GILMORE, MAGGIE TODD, ADDIS WATSON, JR., ROBERT JOHNSON, SR., and REV. R. L. STANTON incorporators of the corporation known as the ZION CHAPEL AFRICAN METHODIST EPISCOPAL CHURCH, INC., who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this the 2nd day of December, 1977.

Judrey Isaac Palmer  
Notary Public

My Commission Expires: Sept. 14, 1980

Received at the office of the Secretary of State, this the 1 day of June

A. D., 1978, together with the sum of \$ 20<sup>00</sup> deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Lodner  
SECRETARY OF STATE.

Jackson, Miss.,

2 June 78

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.

A. P. Sumner  
ATTORNEY GENERAL.

By John J. Peters  
Assistant Attorney General.

# State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

GRENADA BANK

GRENADA, MISSISSIPPI

*is hereby approved.*

*In Testimony Whereof, I have hereunto set  
my hand and caused the Great Seal  
of the State of Mississippi to be  
affixed, this the 12th day of June A.D., 1978.*



*Attest:*

*Heber Lodner*  
Secretary of State.

*Calvin Fitch*

*Governor.*

# State of Mississippi

## Department of Bank Supervision



**JACKSON**

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

GRENADA BANK

GRENADA, 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*



May 1918

JAMES H. MEANS  
State Comptroller

By: *Alanson V. Turnbough*  
Deputy STATE COMPTROLLER

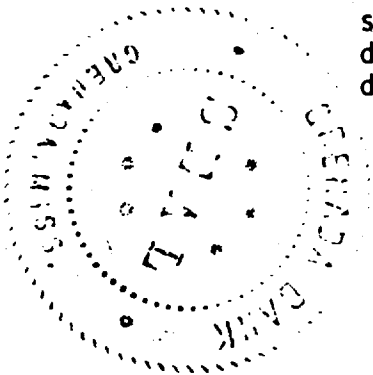
Alanson V. Turnbough

C E R T I F I C A T I O N

I hereby certify that the following is a true and correct excerpt from the minutes of the regular quarterly meeting of the Board of Directors of Grenada Bank, Grenada, Mississippi, held on January 9, 1978.

The following resolution was made, seconded, and unanimously approved:

That the Board of Directors recommend to the shareholders that a ten per cent (10%) stock dividend be paid to shareholders of record date of July 15, 1978.



ATTEST:

H. E. Carty  
Secretary  
Senior Vice President & Cashier

May 26, 1978

Date

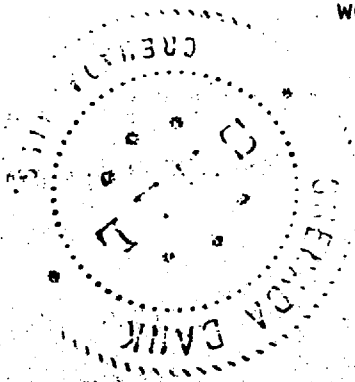
D. L. Holland  
Vice President & Comptroller



CERTIFICATION

I hereby certify that the following is a true and correct statement adapted from the minutes of the meeting of shareholders of Grenada Bank held on April 10, 1978.

Represented at the shareholders meeting of April 10, 1978, were 71,373 shares in person and 392,576 shares by proxy making a total of 463,949 shares of the total shares outstanding of 596,374 shares. 461,468 shares were voted for the ten per cent (10%) stock dividend and 2,481 shares were voted against the stock dividend.



H. E. Carty  
Secretary  
Senior Vice President & Cashier

May 26, 1978

Date

ATTEST:

  
D. L. Holland  
Vice President & Comptroller

C E R T I F I C A T I O N

I hereby certify that the attached Notice of Annual Meeting of shareholders of Grenada Bank and proxy statement and proxy card were mailed to shareholders of record more than ten (10) days in advance of April 10, 1978, date of said Annual Meeting of shareholders.

*D. L. Holland*  
D. L. Holland  
Vice President & Comptroller

May 26, 1978  
Date

GRENADA BANK  
P.O. DRAWER 947  
GRENADA, MISSISSIPPI 38901  
MARCH 17, 1978

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

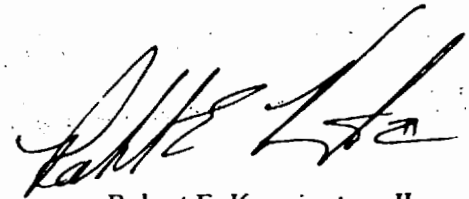
NOTICE IS HEREBY GIVEN, that pursuant to call of its Directors, the regular annual meeting of Shareholders of the GRENADA BANK of GRENADA, MISSISSIPPI, will be held in the Directors' Room at Grenada Bank's location at 332 Highway 8 East, in the City of Grenada, on the 10th day of April 1978, at 10:00 A.M., for the purpose of considering and voting upon the following matters:

1. ELECTION OF DIRECTORS. Fixing the number of directors at twenty-eight and election of the twenty-eight persons listed in the Proxy Statement accompanying the notice of said meeting.
2. APPROVAL OF A TEN PERCENT (10%) STOCK DIVIDEND representing 59,638 shares of Grenada Bank \$10 par value common stock to be issued as outlined in the accompanying Proxy Statement; approval will also grant authority to amend Grenada Bank's charter increasing authorized capital stock from 596,374 shares of \$10 par value to 656,012 shares of \$10 par value.
3. WHATEVER OTHER BUSINESS may be properly brought before the meeting or any adjournment thereof.

Whether or not you contemplate attending the above meeting, it is requested that you complete the enclosed Proxy and return it promptly to the bank. If you attend the meeting, you may withdraw your Proxy and vote in person.

Shareholders of record on the 15th day of March 1978 will be entitled to vote.

BY ORDER OF THE BOARD OF DIRECTORS.



Robert E. Kennington, II  
Chairman of the Board

**GRENADA BANK  
P.O. DRAWER 947  
GRENADA, MISSISSIPPI 38901  
MARCH 17, 1978**

**PROXY STATEMENT  
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON  
APRIL 10, 1978  
SOLICITATION BY MANAGEMENT OF THE GRENADA BANK**

This statement is furnished to the stockholders of Grenada Bank on or about March 17, 1978, in connection with the solicitation by the management of the bank of Proxies to be used at the annual meeting on April 10, 1978. Any shareholder who executes and delivers such Proxy has the right to revoke it at any time before 10:00 A.M., April 10, 1978, by filing with the Cashier of the Bank either an instrument revoking it or a duly executed Proxy bearing a later date. Any shareholder who desires to do so may also attend the meeting and vote in person in which case the Proxy will not be used. Properly executed Proxies returned to the management of the bank, and if not revoked will be voted as specified. Where no contrary specification is made, the Proxy will be voted for Proposal One (1) and for Proposal Two (2). If any other business is presented at this meeting or any adjournment thereof, the Proxy will be voted in accordance with the recommendations of management.

This Proxy is being solicited by mail and the cost of this solicitation will be paid for by the Grenada Bank.

**VOTING SECURITIES**

As of this date, the number of shares of common stock authorized and outstanding is 596,374. All 596,374 shares are entitled to one vote each. Shareholders of record on March 15, 1978, shall be entitled to vote.

**Election of Directors**

In all elections of directors, each holder of stock shall have the right to vote the votes allocable to the number of shares owned by him for as many persons as there are directors to be elected or to cumulate such votes and give one candidate as many votes as the number of directors multiplied by the number of votes allocable to his shares shall equal, or to distribute such votes on the same principle among as many candidates as he shall think fit.

**Proposed Stock Dividend and Other Business**

When voting on the proposed stock dividend or other business brought before the meeting, shareholders have the right to vote only the votes allocable to the number of shares owned by them. An affirmative vote of two-thirds of the shares outstanding is required for approval of the proposed stock dividend and amendment to the charter of the bank authorizing the increase in capital stock.

**ELECTION OF DIRECTORS**

The articles of association of the bank provide that the Board shall consist of not less than fifteen (15) nor more than thirty (30) shareholders. It is proposed that the number of directors will be fixed at twenty-eight (28).

The twenty-eight persons named below will be nominated for election to serve until the 1979 annual meeting of shareholders. The new nominees consist of Messrs. Robert C. McNeel, Ackerman, Mississippi; Dr. F. Kent Wyatt, Cleveland, Mississippi; and J. Talbert Thomas, III, Cruger, Mississippi. Messrs. Robert C. McNeel and J. Talbert Thomas, III, are presently serving on the Bank's Advisory Board in the respective areas they represent. All other nominees are currently serving on the Board of Directors. It is the intention of the person named in the proxy to vote for the election of the following nominees:

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	DIRECTOR SINCE	NUMBER OF SHARES OF STOCK BENEFICALLY OWNED ON DE- CEMBER 31, 1977
J. R. Batson Grenada, Mississippi	Public Accountant, Firm Name: J. R. Batson, Accountant	1965	936
L. B. Bays Grenada, Mississippi	Owner, Grenada and Whitehaven Theaters	1970	849
F.C. Dailey Grenada, Mississippi	Retired, Formerly Planter and Cattleman	1951	4,195

<u>NAME</u>	<u>PRINCIPAL OCCUPATION OR EMPLOYMENT</u>	<u>DIRECTOR SINCE</u>	<u>NUMBER OF SHARES OF STOCK BENEFICIALLY OWNED ON DE- CEMBER 31, 1977</u>
C. M. Davis Moorhead, Mississippi	Planter and Insurance Agent Owner, Delta Ins. Agency	1955	498
Jack deMange Charleston, Mississippi	Retired, Previously President A. P. deMange Lumber Co.	1963	2,328
C. D. Denton Shelby, Mississippi	President, Shelby Die Casting Co., Inc.	1972	768
L. A. Dubard, Jr. Grenada, Mississippi	Planter and Cattleman	1966	186
E. F. Embry Grenada, Mississippi	President, Embry Operations, Real Estate	1966	3,051
Charles D. Fair Louisville, Mississippi	Attorney, Firm Name: Fair & Mayo	1965	4,138
C. P. Fortner, Sr. Eupora, Mississippi	Retired, Former Manager, Bank of Eupora Branch of Grenada Bank	1966	1,600
W. H. Frazer, Jr. Clarksdale, Mississippi	President, Coahoma Bank Branch of Grenada Bank	1976	2,029
W. W. Garner, Sr. Grenada, Mississippi	Retired, Previously Owner of W. E. Jackson, The Printer	1966	896
P. R. Googe, M.D. Charleston, Mississippi	Physician	1952	732
Harvey Henderson Sumner, Mississippi	Attorney, Firm Name: Carlton & Henderson	1970	285
Julian E. Johnson Greenwood, Mississippi	President, Johnson Implement Co., Inc.	1974	849
John T. Keeton, Jr. Grenada, Mississippi	Attorney, Firm Name: Keeton, Cofer & Embry, Attorneys	1959	10,969
J. W. Kennedy Cleveland, Mississippi	Retired Automobile Dealer	1953	252
Robert E. Kennington, II Grenada, Mississippi	Chairman of the Board and Chief Executive Officer, Grenada Bank	1970	3,300
Robert C. McNeel Ackerman, Mississippi	Owner, Ackerman Furniture Company Since Jan. 1, 1950	1978	1,000
G. M. Moore Grenada, Mississippi	Retired, Previously Chairman of the Board, Grenada Bank	1954	806
E. C. Neelly, III Grenada, Mississippi	President and Chief Operating Officer, Grenada Bank	1974	562
J. B. Perry, Jr. Grenada, Mississippi	Vice President and General Manager, Mississippi Cottonseed Products Company	1951	6,400
L. L. Pryor Calhoun City, Mississippi	Owner, Pryor Funeral Home	1962	3,385
J. M. Robertson, Jr. Grenada, Mississippi	Executive Vice President, Grenada Bank	1961	2,503
J. H. Sherard, IV Clarksdale, Mississippi	Planter	1976	220

<u>NAME</u>	<u>PRINCIPAL OCCUPATION OR EMPLOYMENT</u>	<u>DIRECTOR SINCE</u>	<u>NUMBER OF SHARES OF STOCK BENEFICIALLY OWNED ON DECEMBER 31, 1977</u>
J. H. Tabb Houston, Mississippi	Retired, Previously President, Houston State Bank, President and Owner, J. H. Tabb & Co.	1974	21,298
J. Talbert Thomas, III Cruger, Mississippi	Planter, Egypt Plantation Since 1946	1978	1,423
Dr. F. Kent Wyatt Cleveland, Mississippi	Educator, President, Delta State University, Since July 1, 1975, Formerly Administrative Assistant to President since 1969	1978	55

**PROPOSED AUTHORIZATION AND ISSUANCE OF SECURITIES**

The Board of Directors of the Bank at its regular quarterly meeting held on January 9, 1978, passed a resolution recommending a 10% stock dividend payable to shareholders of record on July 15, 1978.

If approved by the affirmative vote of two-thirds of the shares outstanding, the 10% stock dividend will consist of 59,638 shares of Grenada Bank \$10 par value common capital stock and will increase the capital stock from \$5,963,740 to \$6,560,120. This increase in common capital stock is accomplished by transferring an amount equal to the par value of the stock (\$596,380) from the earned surplus account to the capital stock account.

The charter of the bank will be amended to authorize this increase in capital stock.

**Fractional Share Interests**

Our bank is not permitted to issue fractional shares of stock. Therefore, no fractional shares will be issued. All fractional shares resulting from the dividend will be disposed of by a trustee, to be appointed by the bank, under sealed bids, following appropriate public notice, or at public auction, to the highest bidder, and the proceeds of such sale shall then be distributed pro rata to the shareholders entitled to such fractional share interests.

**Financials**

Complete financial statements for the years ended December 31, 1977 and 1976, were furnished to shareholders in March, 1978. Presented below is the capital structure of Grenada Bank at December 31, 1977, and the proposed capital structure after payment of the stock dividend.

**GRENADA BANK  
SHAREHOLDERS' EQUITY**

	<u>December 31, 1977</u>	<u>July 15, 1978</u>
Common Stock — \$10 par value		
596,374 shares authorized and outstanding .....	\$ 5,963,740	
656,012 shares authorized and outstanding .....		\$ 6,560,120
Earned surplus .....	21,261,260	20,664,880
Undivided profits (Note) .....	232,986	232,986
	<u>\$27,457,986</u>	<u>\$27,457,986</u>

Note: Undivided profits will be adjusted for current period earnings and payment of cash dividends.

**REMUNERATION OF MANAGEMENT**

The direct remuneration paid by the bank during 1977 to its two highest paid officers exceeding \$40,000 and, in the aggregate, to all directors and officers as a group is as follows:

<u>Name of Individual or Number of Persons in Group</u>	<u>Capacity in Which Remuneration Was Received</u>	<u>Aggregate Direct Remuneration</u>
Robert E. Kennington, II	Chairman of the Board and Chief Executive Officer	\$78,325

Name of Individual or Number of Persons in Group

Capacity in Which Remuneration Was Received

E. C. Neelly, III

President and Chief Operating Officer

\$49,500

All Directors and Principal Executive Officers as a Group (29 persons)

\$354,289

**RETIREMENT BENEFITS OF MANAGEMENT**

Name of Individual	Amount Set Aside or Accrued During 1977	Estimated Annual Benefit Upon Retirement	Amount Set Aside or Accrued to Date ESOP (Note 3)
Robert E. Kennington, II	(Note 1) \$2,084 (Note 2) \$5,263	\$12,000 \$12,000 —	— — \$15,576
E. C. Neelly, III	(Note 1) \$3,225	\$12,000 —	— \$ 9,288
All Directors and Principal Executive Officers as a Group (7 persons)	(Note 1) \$19,419	\$84,000 —	— \$57,142

Note 1. The bank has a non-contributory pension plan covering substantially all employees with more than one year's service. Annual benefits under the plan are based on salary and term of employment. Contributions to the pension plan are computed on an actuarial basis.

The Board of Directors has approved amendments to the bank's pension plan which will be implemented in 1978.

Note 2. A deferred compensation agreement between the bank and Mr. Kennington provides \$12,000 in annual benefits upon retirement in addition to the \$12,000 estimated annual benefits to be received from the retirement plan as described in Note 1 above. The deferred compensation plan is provided at an annual cost to the bank of \$2,084, which is the annual premium for the life insurance policy necessary for funding the agreement.

Note 3. The bank has a trustee employees' stock ownership plan covering substantially all employees with more than one year's service. Contributions are made to the trust at the discretion of the bank's Board of Directors. The amount set aside or accruing to participants is based on the participant's salary to total salaries of qualified participants. The Plan provides for payment of vested benefits to participants at retirement or upon termination. Benefits will vary with the term of participation in the Plan.

**TRANSACTIONS WITH MANAGEMENT**

The bank has had, and expects to have in the future, banking transactions in the ordinary course of its business with directors, officers, principal stockholders, and their associates, on the same terms, including interest rates and collateral on loans, as those prevailing at the same time for comparable transactions with others, and do not involve more than the normal risk of collectibility or present other unfavorable features. Such loans are extended on a secured basis. Other than these transactions, there were no material transactions during 1977 between directors and officers and the bank.

**AUDITORS**

Grenada Bank has an audit committee consisting of Messrs. J. R. Batson and E. F. Embry who are also directors of the bank. The Internal Audit Department of the bank, headed by J. A. Pegg, CPA, submits its audit reports on each bank directly to this committee.

Management has not recommended the engagement of an independent public accounting firm to verify the financial statements of the bank, due to the quality of the staff employed for financial record keeping and reporting, and internal auditing.

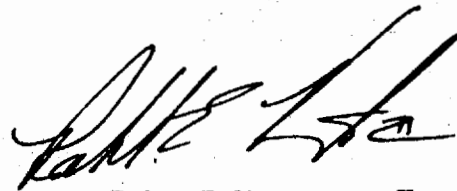
OTHER BUSINESS

Management will furnish to each shareholder or beneficial owner of Grenada Bank securities upon written request, without charge, a copy of the bank's annual report on Form F-2, including the financial statements and schedules thereto required to be filed with the Federal Deposit Insurance Corporation under The Securities Exchange Act of 1934. Requests for the above information should be directed to the attention of D. L. Holland, Vice President and Comptroller.

Management at present knows of no other business to be brought before the meeting. However, if other business is properly brought before the meeting, it is the intention of management to vote the accompanying Proxies in accordance with its judgment.

The accompanying Proxy is solicited by Management.

BY ORDER OF THE BOARD OF DIRECTORS



Robert E. Kennington, II  
Chairman of the Board

March 17, 1978



PROXY  
GRENADA BANK  
GRENADA, MISSISSIPPI  
PROXY SOLICITED BY MANAGEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS,  
APRIL 10, 1978

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned Shareholder of Grenada Bank, Grenada, Mississippi, do hereby nominate, constitute and appoint Robert E. Kennington, II, J. M. Robertson, Jr., John T. Keeton, Jr., J. B. Perry, Jr., and E. C. Neelly, III, or any one of them (with full power to act alone), my true and lawful attorney(s) with full power of substitution, for me and in my name, place and stead to vote all the common stock of said bank, standing in my name on its books on March 15, 1978, at the annual meeting of its shareholders to be held at Grenada Bank's location at 332 Highway 8 East, Grenada, Mississippi, on April 10, 1978, at 10:00 A.M., or at any adjournments thereof with all the powers the undersigned would possess if personally present as follows:

*(continued and to be signed on other side)*

(1) WITH  WITHOUT  Authority to fix the number of directors at twenty-eight (28) and to vote for the election of the twenty-eight persons listed in the Proxy Statement, dated March 17, 1978, accompanying notice of said meeting.

(2) FOR  AGAINST  Approval of a ten percent (10%) stock dividend representing 59,638 shares of Grenada Bank \$10 par value common stock to be issued as outlined in the accompanying Proxy Statement; approval will also grant authority to amend Grenada Bank's charter increasing authorized capital stock from 596,374 shares of \$10 par value to 656,012 shares of \$10 par value.

(3) Upon whatever other business may be properly brought before the meeting or any adjournments thereof in accordance with recommendations of Management. Management at present knows of no other business to be presented by or on behalf of the bank or its management at the meeting.

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS ABOVE. WHERE NO CONTRARY SPECIFICATION IS MADE, IT WILL BE VOTED FOR PROPOSAL ONE (1) AND FOR PROPOSAL TWO (2). If any other business is presented at said meeting, or any adjournment thereof, this Proxy will be voted in accordance with the recommendations of Management.

THIS PROXY IS SOLICITED ON BEHALF OF MANAGEMENT AND MAY BE REVOKED PRIOR TO ITS EXERCISE

IN WITNESS WHEREOF, I have hereunto set

my hand this \_\_\_\_\_ 19\_\_\_\_  
Month Day Year

NOTE: When signing as Attorney, Executor, Administrator, Trustee or Guardian, please give full title. If more than one Trustee, all should sign.

All joint owners must sign.

\_\_\_\_\_  
Signature(s) of Shareholder(s)

PLEASE SIGN PROMPTLY AND RETURN IN THE ENCLOSED RETURN ENVELOPE

OF

GRENADA BANK  
GRENADA, MISSISSIPPI

"BE IT RESOLVED, That Grenada Bank declare a stock dividend in the amount of \$596,380, constituting a ten percent (10%) stock dividend, and that this resolution be effective on April 10, 1978, and

"WHEREAS, Said stock dividend shall be paid to shareholders of record on the books of Grenada as of July 15, 1978.

"WHEREAS, The stock dividend of ten percent (10%) has a ratio to the stock held of one share for each ten shares held, that no fractional shares be issued; but in lieu thereof, all fractional shares resulting from the dividend will be disposed of by a trustee to be appointed by the bank under sealed bids following appropriate public notice, or at public auction, to the highest bidder, and the proceeds of such sale shall then be distributed pro rata to the shareholders entitled to such fractional share interests.

"WHEREAS, 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 Articles of Incorporation of this bank, as amended, be further amended by striking out Section 4-K and inserting in place thereof the following:

"SECTION 4-L. The amount of capital stock of the corporation shall be \$6,560,120, divided into 656,012 shares of common stock of a par value of \$10 per share."

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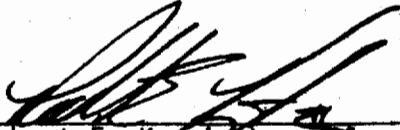
STATE OF MISSISSIPPI

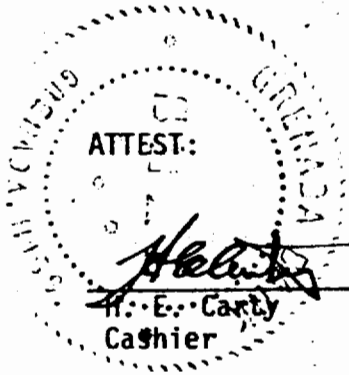
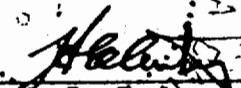
COUNTY OF GRENADA

I, the undersigned Chairman of the Board of Directors of Grenada Bank, Grenada, 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 regular annual meeting of shareholders held on the tenth day of April, 1978 in accordance with the bylaws of the bank; and I further certify that the said resolution

was adopted by a two-thirds majority in amount of all the outstanding stock of said bank.

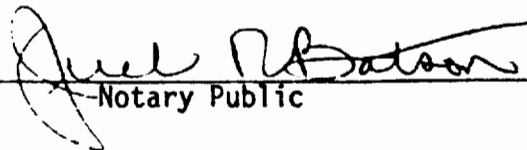
In testimony whereof witness my signature and the seal of the Grenada Bank, Grenada, Mississippi, this the twenty-sixth day of May, 1978.


  
Robert E. Kennington, II  
Chairman of the Board of Directors

  
ATTEST:  
  
H. E. Carty  
Cashier

STATE OF MISSISSIPPI  
COUNTY OF GRENADA

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Robert E. Kennington, II and H. E. Carty, who severally acknowledged that they are Chairman of the Board of Directors and Cashier, respectively, of Grenada Bank, a corporation, and that for and on behalf of said corporation and as its act and deed, they signed, sealed and delivered the above and foregoing instrument of writing on the day and in the year therein mentioned, they having been first duly authorized so to do. Given under my hand and official seal, this the twenty-sixth day of May, 1978.

  
Notary Public

  
My Commission Expires: 25, 1978

Received at the office of the Secretary of State, this the 31<sup>st</sup> day of May

A. D., 19 78, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
SECRETARY OF STATE.

Jackson, Miss.,

June 7, 1978

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.

A. O. Summer  
ATTORNEY GENERAL

By W. J. Coleman  
Attorney General.  
Deputy

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MAGNOLIA STATE BLUEGRASS 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 13th day of June A.D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



RESOLUTION

OF

MAGNOLIA STATE BLUEGRASS MUSIC ASSOCIATION

At a regular meeting of the entire membership of Magnolia State Bluegrass Music Association, a voluntary association, it was determined that it would be in the best interest of the association to incorporate as a non-profit corporation under the laws of the State of Mississippi. Upon motion duly made, seconded and unanimously carried, it was, therefore:

RESOLVED, that it is in the best interests of Magnolia State Bluegrass Music Association, an unincorporated association, to incorporate as a non-profit corporation under the laws of the State of Mississippi applicable thereto.

FURTHER RESOLVED, that W. F. Cotten, M. S. Allred and Howard Flowers be elected, appointed, empowered and authorized to act as incorporators in behalf of this association in applying for a non-profit corporate charter for said association to be named Magnolia State Bluegrass Association, Inc.; that they are further empowered and authorized 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.

SO RESOLVED, this the 15th day of April, 1978.

*Gathel O. Runnels, Jr.*  
Gathel O. Runnels, Jr., Secretary

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CERTIFICATE

We, N. R. Owens and Gathel O. Runnels, Jr., do hereby certify that we are the duly elected, qualified and acting President and Secretary, respectively, of the above named unincorporated association, and that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the entire membership thereof held on the 15th day of April, 1978, at Frostbridge Inter-denominational Campground, Wayne County, Mississippi, at which a majority of said members was present, and said meeting was duly and properly called and held.

WITNESS our signatures, this the 15th day of April, 1978.

*N. R. Owens*  
N. R. Owens, President

*Gathel O. Runnels, Jr.*  
Gathel O. Runnels, Jr., Secretary



THE CHARTER OF INCORPORATION  
OF  
MAGNOLIA STATE BLUEGRASS ASSOCIATION, INC.  
(A Non-Profit Corporation)

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We, the undersigned natural residents of the State of Mississippi, being of the age of twenty-one (21) years or more, and acting as incorporators of a non-profit corporation under the Mississippi Non-Profit Corporation Act, hereby adopt the following Charter of Incorporation of such non-profit corporation:

1. The name of the corporation is:  
MAGNOLIA STATE BLUEGRASS ASSOCIATION, INC.
2. The period of its duration shall be perpetual.
3. The names and post office addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Howard C. Flowers	1350 Fontaine Drive Jackson, Mississippi 39211
W. F. Cotten	106 Maud Edith Lane Clinton, Mississippi 39056
Michael S. Allred	1160 Woodfield Drive Jackson, Mississippi 39211

All incorporators are adult resident citizens of Hinds County, Mississippi.

4. The domicile of the corporation is at 1000 Plaza Building, Jackson, Mississippi.
5. This corporation is a non-profit civic improvement society as authorized under the laws of the State of Mississippi, and shall not have the power to issue stock.
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 society being incorporated:

To establish an association among the citizens of the State of Mississippi who are interested in the enjoyment and promotion of bluegrass and its related music forms and other native art

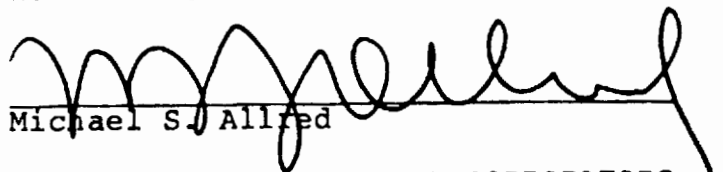
forms, and in the preservation of the cultural heritage of the people of Mississippi, and in the education and furtherance of knowledge about the history, practice and development of bluegrass and its related folk and gospel music forms, all to the end that the membership and the people of Mississippi generally will preserve this musical heritage; and in general to do and perform all such other acts and things necessary, suitable and proper for the accomplishment of the foregoing purposes.

7. The conditions and regulations of membership and the rights and other privileges of said members shall be determined and fixed by the bylaws.
8. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall provide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right of one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interests of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. This corporation is not organized for pecuniary profit, and no part of its net earnings, if any, shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation of whatever kind or nature, shall be used and distributed exclusively for the advancement and improvement of the corporate purposes.
9. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

  
Howard C. Flowers

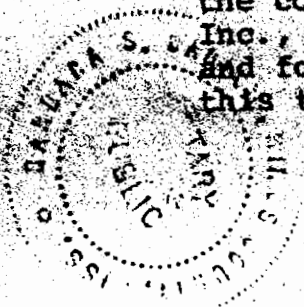
  
W. F. Cotten

  
Michael S. Allred

INCORPORATORS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the aforesaid county and state, Howard C. Flowers, W. P. Cotten, and Michael S. Allred, incorporators of the corporation known as Magnolia State Bluegrass Association, Inc., who acknowledged that they signed and delivered the above and foregoing Charter of Incorporation as their act and deed on this the 13 day of June, 1978.



Barbara S. Barlow  
Notary Public

My commission expires:  
MY COMMISSION EXPIRES MAY 1, 1982

13 RECEIVED at the office of the Secretary of State this the 13 day of June, 1978, together with the sum of \$20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
Secretary of State

Jackson, Miss., 13 June, 1978

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

A. F. SUMMER, ATTORNEY GENERAL

BY: [Signature]  
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 FINAL DECREE FOR DISSOLUTION OF:

JACKSON NARAS ORGANIZATIONAL COMMITTEE, INC.

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 19th day of June, 1978, and one copy thereof recorded in this office in Record of Incorporations Photostat Book No. 245, at pages 341 - 344, and the other copy thereof returned to said association.



Given under my hand and Seal of office hereunto affixed this 19th day of

June, 1978

*Heber Ladner*  
Secretary of State.

IN THE CHANCERY COURT OF THE FIRST JUDICIAL DISTRICT  
OF HINDS COUNTY, MISSISSIPPI

**FILED**  
JUL 12 1978  
ATTEST  
PETE MCGEL, CHANCERY CLERK  
*[Signature]*

EX PARTE  
JACKSON NARAS ORGANIZATIONAL COMMITTEE, INC.

NO. \_\_\_\_\_

FINAL DECREE FOR DISSOLUTION  
OF NON-PROFIT CORPORATION

THIS day this cause came on to be heard on the petition of the Jackson NARAS Organizational Committee, Inc. (a non-profit corporation), and the court having heard and considered said petition and being fully advised in the premises, finds as follows, to-wit:

I.

That on July 29, 1974, a Charter of Incorporation of the Jackson NARAS Organizational Committee, Inc., a non-profit charitable and civic improvement association, was granted by the Secretary of the State of Mississippi and the Executive Office by the Governor of Mississippi.

II.

That the designated purpose of said corporation was to work generally to improve the reputation of the music industry of the State of Mississippi; bestow recognition on artists from Mississippi who have achieved acclaim in the national music industry, and to attract to the State of Mississippi a chapter of the National Academy of Recording Arts and Sciences, to operate and maintain said chapter business once an academy charter is awarded to the State of Mississippi or one of its municipalities.

## III.

That on October 25, 1977, Malcolm Greenwood, President of the Jackson NARAS Organizational Committee, Inc., received a communication from the legal counsel of the National Academy of Recording Arts and Sciences requesting the termination of the use of the acronym NARAS in view of the fact the National Academy of Recording Arts and Sciences has declared a moratorium on the formation of new chapters.

## IV.

That the declaration of the National Academy of Recording Arts and Sciences goes to the very essence of the purpose of the formation of the Jackson NARAS Organizational Committee, Inc.

## V.

That the other purposes set forth in the Charter of the Jackson NARAS Organizational Committee, Inc. can be better accomplished by working within the existing framework of the National Academy of Recording Arts and Sciences chapter now located in Memphis, Tennessee.

## VI.

That the Jackson NARAS Organizational Committee, Inc. does not owe any debts or have any assets.

## VII.

That the name, residence and post office addresses of the members, officers and directors was duly set forth in said petition, and that all the officers and directors affixed their signatures to the petition herewith.

## VIII.

That the secretary of said corporation has presented herewith a certified resolution of the members of the corporation at a meeting properly held and called on May 15, 1978, and that said resolution to dissolve the corporation was unanimously adopted by a vote of its members.

## IX.

That this honorable court is of the opinion the petitioner has no assets or debts.

IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED, that the Jackson NARAS Organizational Committee, Inc. (a non-profit corporation) be and is hereby allowed to surrender its charter to the Secretary of the State of Mississippi.

ORDERED, ADJUDGED AND DECREED, this the 12<sup>th</sup> day of June, 1978.

SIGNED JAMES ARDEN BARNETT

---

CHANCELLOR



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

AT HOME HEALTH CARE, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 16th day of June A.D., 1978.



*Calvin T. King*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State

RESOLUTION OF AT HOME HEALTH CARE

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 AT HOME HEALTH CARE an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Curtis D. Sanders, Maria T. Sanders and Nolan H. Dees are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named AT HOME HEALTH CARE, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Maria T. Sanders, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 2nd day of June, 78, at Ellisville, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 2nd day of June, 1978.

Secretary

Maria T. Sanders

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

**THE CHARTER OF INCORPORATION OF**  
**AT HOME HEALTH CARE**

1. The corporation title of said company is:  
At Home Health Care, 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
Curtis D. Sanders	300 Hwy. 11 North	Ellisville, Ms.	39437
Maria T. Sanders	300 Hwy. 11 North	Ellisville, Ms.	39437
Nolan H. Dees	Rt. 6, Box 1-A	Laurel, Ms.	39440

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

3. The domicile is at: 300 Hwy. 11 North, Ellisville, Ms. 39437  
(Street and No.) (City) (State)

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

The corporation is non-profit and no shares of stock are to be issued and it is to be one of the types of corporations authorized by the provisions of Section 79-11-1 of the Mississippi Code of 1972, and amendments thereto, to-wit: for establishing, maintaining and operating corporations to provide medical and nursing services.

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 nursing services on an out-patient basis as limited by and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.
  2. To provide medical care, physical therapy, speech therapy, social services, and dietary consultation as limited by and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1942.
  3. To furnish medical equipment and appliances to patients as limited by and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.
6. (a). It is further amended that the following paragraph be added to the charter as paragraph numbered 6 (a):

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

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.

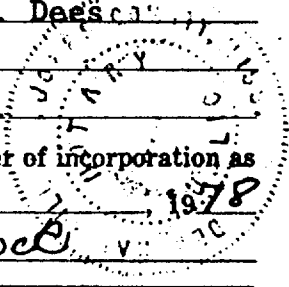
Signatures: Maria T. Sanders  
Curtis D. Sanders  
Nolan H. Dees  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI }  
County of Jones

This day personally appeared before me, the undersigned authority Maria T. Sanders, Curtis D. Sanders, Nolan H. Dees

incorporators of the corporation known as the AT HOME HEALTH CARE, INC.  
who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as  
(his) (their) act and deeds on this the 2nd day of June  
Commission Expires Aug. 5, 1978  
Deborah Bullock



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 8<sup>th</sup> day of June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.

Robert L. Linder  
Secretary of State

Jackson, Miss., 13 June, 1978

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.

A. J. Sumner  
Attorney General  
By John B. Korten  
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

LADIES OF THE ZODIAC, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 16th day of June A.D., 1978.

*Calvin T. Tucker*

Governor

By the Governor

*Weber Ladner*  
Secretary of State



RESOLUTION OF LADIES OF THE ZODIAC

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 Ladies of the Zodiac an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Jo Ann Hunter, Florene Walker and Shirley Tinner are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named LADIES OF THE ZODIAC, INC.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Shirley Tinner, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 22 day of May, 1978, at Port Gibson, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 1st day of June, 1978.

Secretary Shirley Tinner

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

## THE CHARTER OF INCORPORATION OF

### LADIES OF THE ZODIAC

1. The corporation title of said company is: Ladies of the Zodiac, 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
Jo Ann Hunter	Rt. 2, Box 14-C	Port Gibson	Miss.
Florene Walker	Rt. 2, Box 7	Port Gibson	Miss.
Shirley Tinner	P.O. Box 164	Port Gibson	Miss.

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

3. The domicile is at Rt. 2, Box 7, 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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

This corporation is a non-profit, non-share corporation and is organized pursuant to Mississippi Senate Bill No. 2185 of the 1970 Regular Session of the Legislature of the State of Mississippi, and is a civic improvement society and is exclusively charitable.

5. Period of existence shall be perpetual.

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

The purposes for which the corporation is created are exclusively charitable, and as a civic improvement society, and are (a) to help the needy and underprivileged within the community in which we live; (b) to provide scholarships to needy and worthy individuals; (c) to help the elderly within the community in which the corporation exists; (d) to sue and be sued in its corporate name; (e) to borrow from any source, money, goods and services without limitation as to the amount of corporate indebtedness or liability; and to pledge any property, etc, as security therefor in any manner permitted by law; (f) to buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary for the conduct and operation of the business of the corporation; (g) to establish reserves and invest the funds of the same in stocks, bonds or other property; (h) to levy assessments in such manner and in such amount as may be provided by the by-laws of the corporation; (i) to make and alter by-laws and other necessary rules and regulations for the administration and regulation of the affairs of the corporation; (j) in addition to the foregoing, to have and exercise all powers and privileges and rights conferred on non-profit, non-share corporations by laws of the State of Mississippi, and all powers and rights incident to carrying out the purposes for which this corporation is formed; (k) within fifteen days after the issuance of the Certificate of Incorporation, the corporation named therein shall hold an organizational meeting for the purposes of accepting the Charter

BOOK 245 PAGE 352

of Incorporation, electing directors and officers, and adopting by-laws.





# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

IDLE HOUR LEISURE CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 16th day of June A.D., 1978.



*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State

RESOLUTION

The following Resolution was unanimously adopted by the Idle Hour Leisure Club at a special called meeting of said club, after due notice of the purpose of the meeting, held at its regular meeting place located at Route 1, Box 131, Roxie, Franklin County, Mississippi, at 7:00 P.M. on Saturday, June 3, 1978, with all members present:

BE IT RESOLVED that the Idle Hour Leisure Club apply for a nonprofit charter under the laws of the State of Mississippi, and

BE IT FURTHER RESOLVED that the name of the corporation be "Idle Hour Leisure Club, Inc.", and

BE IT FURTHER RESOLVED that the purpose of the corporation shall be "for the fraternal brotherhood and social benefit of the members and to promote the civic welfare of the community", and

BE IT FURTHER RESOLVED that Jessie McCoy, Major C. Briggs, and Donald Earl Shaw be and they are hereby authorized as incorporators of the corporation and that they be authorized and directed to file application therefore consistent with this resolution.

Jessie McCoy  
PRESIDENT

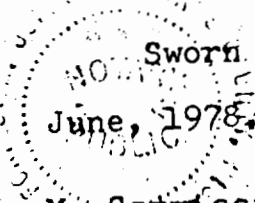
Attest:

Willie Joe McCoy  
SECRETARY

CERTIFICATION

I, the undersigned Willie Joe McCoy, Secretary of the Idle Hour Leisure Club, do hereby certify that the above and foregoing Resolution was passed by said club at the time and place and under the circumstances therein stated.  
This the 5th day of June, 1978.

Willie Joe McCoy  
SECRETARY



Sworn to and subscribed before me, this the 5th day of

June, 1978.

Fanest Johnson  
NOTARY PUBLIC

My Commission Expires:

2/23/79

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

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

## THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is: Idle Hour Leisure 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
Jessie McCoy	Route 1, Box 129	Roxie, Mississippi	39661
Major C. Briggs	P. O. Box 6	Roxie, Mississippi	39661
Donald Earl Shaw	Route 1, Box 130	Roxie, Mississippi	39661

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

3. The domicile is at Route 1, Box 131, Roxie, Franklin County, Mississippi  
(Street and No.) (City) (State)

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

The corporation shall be a nonprofit corporation and no shares of stock shall be issued. The Idle Hour Leisure Club is a fraternal organization, as authorized by the provisions of Section 79-11-1 of the Mississippi Code of 1972.

5. Period of existence shall be perpetual.

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

The purpose of the corporation shall be for the fraternal brotherhood and social benefit of the members and to promote the civic welfare of the community.

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: Jessie McCoy  
Major C. Briggs  
Donald Earl Shaw  
  
  
  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI }  
County of Adams

This day personally appeared before me, the undersigned authority Jessie McCoy  
Major C. Briggs, Donald Earl Shaw,

incorporators of the corporation known as the Idle Hour Leisure Club, Inc.  
who acknowledged that ~~he~~ (they) signed and delivered the above and foregoing charter of incorporation as  
~~his~~ (their) act and deeds on this the 5th day of June, 1978.  
My Commission Expires: 2/23/79 Forest A. Johnson  
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 7<sup>th</sup> day of June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.  
John L. Adams  
Secretary of State

Jackson, Miss., June 13, 1978  
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.

A. F. Summer  
Attorney General  
By Richard M. Allen  
Special Assistant Attorney General

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

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CLEAR SPRINGS HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this the 16th day of June A.D., 1978.



*Calvin Fischer*  
Governor

By the Governor

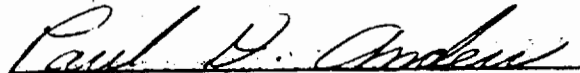
*Heber Ladner*  
Secretary of State

A RESOLUTION OF THE CLEAR SPRINGS  
HUNTING CLUB REQUESTING THE TRUSTEES  
OF THE CLUB TO MAKE APPLICATION FOR  
A CHARTER OF INCORPORATION

WHEREAS, the Clear Springs Hunting Club is desirous of securing a charter of incorporation in order to carry on the affairs of the club and promote and sponsor conservation of fish and game and conduct guided hunts;

THEREFORE, BE IT RESOLVED by the Clear Springs Hunting Club that Paul D. Anders, Henry Hood, and Jessie J. Halford, Jr., Trustees of said club be and they are hereby requested to immediately file with the Secretary of State an application for a charter of incorporation of the club.

Unanimously adopted on this the 2nd day of June, 1978.

  
Paul D. Anders, President

  
Vicki Hood, Secretary

THE CHARTER OF INCORPORATION  
OF  
CLEAR SPRINGS HUNTING CLUB

1. The corporate title of said company is:

Clear Springs Hunting Club, Inc.

2. The names of the incorporators are:

Name

Address

Paul D. Anders

Route 1, Roxie, Mississippi 39661

Henry Hood

P. O. Box 335, Meadville, Miss. 39653

Jessie J. Halford, Jr.

Route 2, Meadville, Miss. 39653

All of the above named incorporators are adult resident citizens of the State of Mississippi and whose post office address and place of residence is as set forth above and all of whom live on unnamed and unnumbered streets.

3. The domicile is at law office of McGehee, McGehee & Torrey, Box 188, Meadville, Mississippi.

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

5. The period of existence shall be perpetual.

6. (a) 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 purposes of the association being incorporated:

- (1) To promote and encourage a promulgation of fish and game in the County of Franklin and State of Mississippi and elsewhere.



- (2) To promote and encourage better understanding between the members and general public as to the proper use of boats, camps, camp furnishings, and hunting and fishing equipment.
  - (3) To promote, encourage and educate its members and the general public in the principles of safety in the use of firearms.
  - (4) To promote, encourage and provide social and friendly intercourse among its members and conduct guided hunts for various types of game during the legal seasons therefor.
  - (5) 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.
  - (6) 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.
  - (7) To levy assessments in such manner and in such amount as may be provided in the by-laws of this corporation.
  - (8) To have and exercise all powers, privileges and rights conferred on non-profit corporations by the laws of the State of Mississippi and all powers and rights incidental in carrying out the purposes for which this 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 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.
- (B) The names and addresses of the members of the initial board of directors who shall hold office until the first annual meeting of the members, and

until their successors shall have been elected, and qualified, as provided by the by-laws, are:

Name

Paul D. Anders	Route 1, Roxie, Mississippi
Tony Smith	Route 2, Meadville, Miss.
Jessie J. Halford, Jr.	Route 2, Meadville, Miss.
Billy Wayne Anders	Route 2, Meadville, Miss.
Henry Hood	P. O. Box 335, Meadville, Miss.

The initial board of directors shall have the direction of the affairs of the corporation and shall after the issuance of the Certification of Incorporation by the Secretary of State, meet for the purpose of adopting by-laws and taking such other action as necessary to perfect the organization of the corporation and make a report thereof. Thereafter, 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. Expulsion shall be the only remedy for nonpayment of dues.

Paul D. Anders  
PAUL D. ANDERS

Henry Hood  
HENRY HOOD

Jessie J. Halford, Jr.  
JESSIE J. HALFORD, JR.

INCORPORATORS

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF FRANKLIN

This day personally appeared before me, the undersigned authority, Paul D. Anders, Henry Hood and Jessie J. Halford, Jr., incorporators of the corporation known as the CLEAR SPRINGS HUNTING CLUB, INC., who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 3rd day of June, A. D., 1978.

James A. Laney, Jr.  
NOTARY PUBLIC



My Commission Expires:

May 18, 1981

Received at the office of the Secretary of State, this the 6<sup>th</sup> day of June

A. D., 19 78, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Palmer  
SECRETARY OF STATE.

Jackson, Miss.,

8 June 78

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.

W. H. Sumner  
ATTORNEY GENERAL

By John M. Weston  
Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CLEVELAND LODGE NO. 1532, LOYAL ORDER OF MOOSE, 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 16th day of June A.D., 1978.

*Clell D. Fuchs*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State



RESOLUTION OF CLEVELAND LODGE NO. 1532, LOYAL ORDER OF MOOSE, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE LODGE NECESSARY SO TO DO.

BE IT RESOLVED by the members of the Lodge No. 1532, Loyal Order of Moose, an unincorporated association of individuals, that it is to the best interests of this lodge that it be forthwith incorporated as a non-profit corporation under the laws of the State of Mississippi, applicable thereto and that:

<u>Name</u>	<u>Address</u>
<u>Bob Avery</u>	<u>323 Bolling Cleveland, MS</u>
<u>Delbert Skellion</u>	<u>Rt. 2, Box S-8, Cleveland, MS 911 Tenth Avenue Cleveland, MS</u>
<u>C. Allan Reynolds</u>	<u>1414 6th Avenue Cleveland, MS</u>
<u>Samuel E. Wilkerson</u>	<u>1216 6th Avenue Cleveland, MS</u>
<u>James T. White</u>	<u>504 S. First Avenue Cleveland, MS</u>
<u>B. E. Collier</u>	<u>107 S. Bolivar Cleveland, MS</u>
<u>Lon Booker</u>	<u>1104 North Street Cleveland, MS</u>
<u>Robert Puailihau</u>	<u>410 Bishop Road Cleveland, MS</u>
<u>Perry Morgan</u>	<u>Cleveland, MS</u>

(the above to consist of the nine members of the Board of Officers)

are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this lodge to be named Cleveland Lodge No. 1532, LOYAL ORDER OF MOOSE, 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 lodge as may be necessary so to do.

C E R T I F I C A T E

I, B. E. COLLIER, 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 9 day of March, 19 78, at Cleveland, Mississippi, at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 1st day of March, 19 78.

B. E. Collier  
SECRETARY

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

# THE CHARTER OF INCORPORATION OF

CLEVELAND LODGE NO. 1532, LOYAL ORDER OF MOOSE

1. The corporate title of said company is: **Cleveland Lodge No. 1532, Loyal Order of Moose, Incorporated**

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
Bob Avery	323 Bolling	Cleveland	MS
Delbert Skellion	Rt. #2 Box S-8	Cleveland	MS
C. Allan Reynolds	911 Tenth Ave.	Cleveland	MS
Samuel E. Wilkerson	1414 6th Ave.	Cleveland	MS
James T. White	1216 6th Ave.	Cleveland	MS
B. E. Collier	504 S. First Ave.	Cleveland	MS
Lon Booker	107 S. Bolivar	Cleveland	MS
Robert Puailihau	1104 North St.	Cleveland	MS
Perry Morgan	410 Bishop Rd.	Cleveland	MS

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

3. The domicile is at 504 South First Ave. Cleveland 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 fraternal organization.**

5. Period of existence shall be perpetual.

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

The name of said corporation shall be Cleveland Lodge No. 1532  
LOYAL ORDER OF MOOSE, Incorporated.

The objects and purposes for which this corporation is formed are to establish corporate form to Cleveland Lodge No. 1532, LOYAL ORDER OF MOOSE as chartered by the Supreme Lodge of the World, LOYAL ORDER OF MOOSE and 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 and dependent 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 of only the members in good standing of said fraternal lodge association known as Cleveland Lodge No. 1532, 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:

Bob Avery, Governor; Delbert Skellion, Jr. Past Governor; C. Allan Reynolds, Jr. Governor; Samuel E. Wilkerson, Prelate; B. E. Collier, Secretary; James T. White, Treasurer; Lon Booker, Trustee; Robert Puailihau, Trustee; Perry Morgan, Trustee; and their successors from year to year will be the members annually selected to the above. The Governor and Jr. Governor shall be the President and Vice President respectively of the corporation.

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.

Lon Booker  
 LON BOOKER  
Robert P. Uailihua  
 ROBERT PUAILIHUA  
Perry Morgan  
 PERRY MORGAN

Signatures:  
Bob Avery  
 BOB AVERY  
Delbert Skellion  
 DELBERT SKELLION  
C. Allan Reynolds  
 C. ALLAN REYNOLDS  
Samual Wilkerson  
 SAMUAL WILKERSON  
James T. White  
 JAMES T. WHITE  
B. E. Collier  
 B. E. COLLIER

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
 County of Bolivar

This day personally appeared before me, the undersigned authority LON BOOKER,  
DELBERT SKELLION / B. E. COLLIER / BOB AVERY  
JAMES T. WHITE / C. ALLAN REYNOLDS / SAMUAL WILKERSON  
 incorporators of the corporation known as the Cleveland Lodge No. 1532, LOYAL ORDER OF MOOSE,  
 who acknowledged that ~~he~~ (they) signed and executed the above and foregoing articles of incorporation as INC.  
 (S) (their) act and deed on this the 10th day of February, 1978  
 My Commission Expires May 27, 1981 Shiley N. O'Daniel

STATE OF MISSISSIPPI  
 County of Bolivar

This day personally appeared before me, the undersigned authority ROBERT PUAILIHUA  
PERRY MORGAN  
 incorporators of the corporation known as the Cleveland Lodge No. 1532, LOYAL ORDER OF MOOSE,  
 who acknowledged that ~~he~~ (they) signed and executed the above and foregoing articles of incorporation as INC.  
 (their) act and deed on this the 10th day of February, 1978  
 My Commission Expires May 27, 1981 Shiley N. O'Daniel

Received at the office of the Secretary of State this the 9th day of June  
 A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the  
 Attorney General for his opinion.

John L. Colman  
 Secretary of State

Jackson, Miss., 17 June, 1978

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.

At. L. L. L. L.  
 Attorney General  
 By John M. H. H.  
 Assistant Attorney General

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

# State of Mississippi



EXECUTIVE

OFFICE

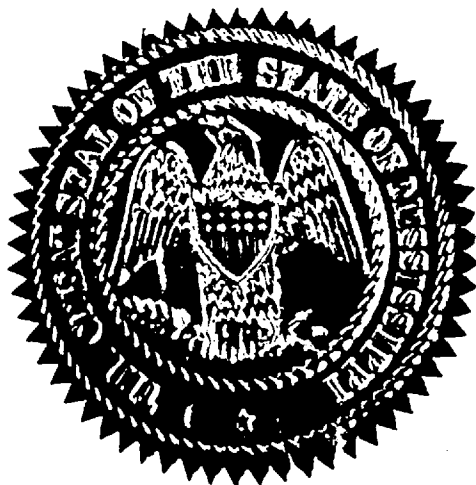
JACKSON

The within and foregoing Charter of Incorporation of

BALL CREEK HUNTING CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 16th day of June A.D., 1978.



*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State

The membership of the Ball Creek Hunting Club, of Winston County, Mississippi, met in a club meeting at P. O. Box 187 being its regular place of meeting, pursuant to call on the 12th day of May, 1978, due notice having been given of the meeting, when and where the following business was transacted:

THE FOLLOWING RESOLUTION WAS UNANIMOUSLY ADOPTED:

WHEREAS, it is necessary for this club to petition the Secretary of State for Charter of Incorporation; and

WHEREAS, it is the best interest of said club and its members to incorporate as a non-profit corporation; and

WHEREAS, it is necessary to duly elect three adult individuals from the membership of said club to act as incorporators and to conduct all official acts of incorporation on behalf of said club, and to make application for a grant of charter; and

WHEREAS, Robert T. Cline, an adult resident citizen of Winston County, Mississippi, whose address is Route 2, Louisville, Mississippi, 39339, and Charles T. Harkins, Jr., an adult resident citizen of Oktibbeha County, Mississippi, whose address is 518 Spruce Lane, Starkville, MS 39759, and Keith Hudson, an adult resident citizen of Winston County, Mississippi, whose address is Route 1, Box 162, Louisville, Mississippi, 39339, were duly and unanimously elected to serve as incorporators; and

WHEREAS, by unanimous vote the members of said club desire to incorporate and request said incorporators have full power to conduct said acts.

IT IS, THEREFORE, RESOLVED AND ORDERED that Robert T. Kline and Keith Hudson, adult resident citizens of Winston County, Mississippi, and Charles T. Harkins, Jr., an adult resident citizen of Oktibbeha County,

Mississippi, be and they are hereby authorized and empowered to act as incorporators for and on behalf of the Ball Creek Hunting Club, to make application for a grant of charter and do all other acts necessary for a grant of charter.

On motion duly made and seconded the above Resolution was unanimously adopted.

There being no further matters to come before the meeting, said meeting was adjourned.

*Robert Cline*

PRESIDENT

*[Signature]*  
SECRETARY

*Judy Dampney*  
WITNESS

*Snob G. Luke*  
WITNESS

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

### BALL CREEK HUNTING CLUB

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

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

Name	Street & No.	City	State
Robert T. Cline	Route 2	Louisville, MS	39339
Charles T. Harkins, Jr.	518 Spruce Lane	Starkville, MS	39759
Keith Hudson	Route 1, Box 162	Louisville, MS.	39339

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

3. The domicile is at P. O. Box 187, Louisville, MS 39339  
(Street and No.) (City) (State)

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

The corporation is a non-profit corporation and no shares of stock shall be issued and the type of organization is a hunting club and fraternal corporation.

5. Period of existence shall be perpetual.

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

The purpose for which it is created, not contrary to law is a deer hunting club to own and acquire land, lease land, and hunting rights, operate a hunting camp, with all activities incidental thereto.

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:

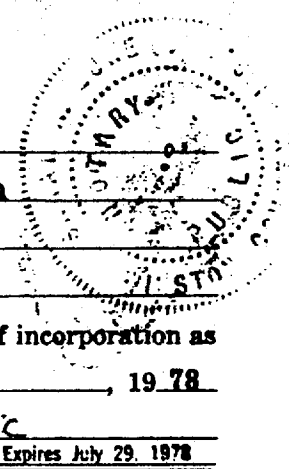
*Keith Hudson*  
*Robert Cline*  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Winston



This day personally appeared before me, the undersigned authority  
Robert T. Cline, Charles T. Harkins, Jr., Keith Hudson

incorporators of the corporation known as the Ball Creek Hunting Club, Inc.  
who acknowledged that ~~he~~ (they) signed and delivered the above and foregoing charter of incorporation as  
~~his~~ (their) act and deeds on this the 31st day of May, 1978

Sarah A. Duke, Notary Public  
My Commission Expires July 29, 1978

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 June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.

Helen Palmer  
Secretary of State

Jackson, Miss., 8 June, 1978

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.

H. S. Sumner  
Attorney General

By John M. Hester  
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

GENESIS II MINISTRIES, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 16th day of June A.D., 1978.



*Calvin Finch*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State

RESOLUTION OF Genesis II Ministries

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

Be it resolved by the members of Genesis II Ministries an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Gary Thibodaum, Frank Urbina, and David Jacobsen are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Genesis II Ministries, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, David Jacobsen, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 31st day of May, 1978, at Gulfport, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 31st  
day of May, 1978.

Secretary

David Jacobsen  
David Jacobsen



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 GENESIS II MINISTRIES

1. The corporation title of said company is: Genesis II Ministries, Inc.

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

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

Name	Street & No.	City	State
Gary Thibodaux	1237 - 37th Avenue	Gulfport, Mississippi	
Frank Urbina	529 Pass. Road, Apt. 109	Gulfport, Mississippi	
David Jacobsen	Route 10, Box 446	Gulfport, Mississippi	

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

3. The domicile is at 828-A Pass Road, Gulfport, Mississippi  
(Street and No.) (City) (State)

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

The corporation is non-profit and no shares of stock shall be issued. Said corporation is a religious society.

5. Period of existence shall be perpetual.

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

To hold religious assemblies; to ordain prophets, apostles, evangelists, pastors, and teachers to perform all services which are lawful for ordained ministers to perform; to collect and distribute funds to needy persons; to buy, sell, trade, and own property both real and personal and to encumber same; to own, operate, and develop facilities on a non-profit basis for the betterment of the community; to establish and conduct Bible schools, child care centers, and Christian schools; and to generally do any and all things necessary, not contrary to the laws of the State of Mississippi, to further the goals of the corporation.

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

NOTE:—This application must be filed with Secretary of State within six (6) months of the date of the last acknowledgment. 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: Gary Thibodaux  
GARY THIBODAU  
Frank Urbina  
FRANK URBINA  
David Jacobsen  
DAVID JACOBSEN  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Harrison

This day personally appeared before me, the undersigned authority Gary Thibodaux  
Frank Urbina, David Jacobsen,

incorporators of the corporation known as the Genesis II Ministries  
who acknowledged that ~~he~~ (they) signed and delivered the above and foregoing charter of incorporation as  
~~their~~ (their) act and deeds on this the 5th day of June, 1978.

Kathleen M. Chapin  
NOTARY PUBLIC My Commission Expires 6/21/79

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 8th day of June  
A.D., 1978, 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., June 13, 1978

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.

A. F. Summer  
Attorney General

By Richard M. Allen  
Special Assistant Attorney General

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

# State of Mississippi

EXECUTIVE



OFFICE

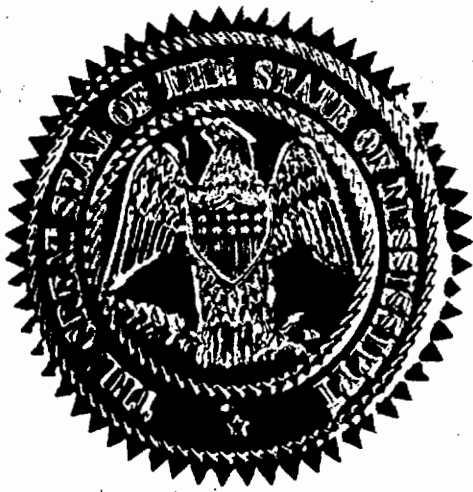
Jackson

*The within and foregoing Amendment to the  
Charter of Incorporation of* SALTILLO BAPTIST CHURCH, INC.

CHANGING NAME TO:

FIRST BAPTIST CHURCH OF SALTILLO, INC.

*is hereby 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*

Attest:

*Heber Ladner*  
Secretary of State.

*Calvin Finch*  
Governor.

RESOLUTION OF SALTILLO BAPTIST CHURCH, INC.  
AUTHORIZING AMENDMENT TO CHARTER OF INCORPORATION

SALTILLO BAPTIST CHURCH  
P. O. BOX 178  
SALTILLO, MISSISSIPPI 38866

WHEREAS, the membership of the Saltillo Baptist Church, Inc., at the regular monthly business meeting held on April 5, 1978, determined, decided and voted by resolution to amend Paragraph I of the Charter of Incorporation of Saltillo Baptist Church, Inc. to read as follows:

"The Corporate Title of said company is First Baptist Church of Saltillo, Inc.", and in order to accomplish said purpose adopted the following resolution, to-wit:

"BE IT RESOLVED that the Trustees of Saltillo Baptist Church, Inc. are hereby authorized and empowered to carry out all acts and steps required by law to amend Paragraph I of the Charter of Incorporation to read as follows:

"The Corporate Title of said Company is First Baptist Church of Saltillo, Inc." The Trustees are further authorized to spend any sums of money as may be necessary to amend the Charter of Incorporation.

"BE IT FURTHER RESOLVED that the Saltillo Baptist Church, Inc. be bound by this Resolution and the acts of the Trustees."

"This Resolution adopted by the Church at the regular monthly business meeting held on April 5, 1978."

We, the undersigned Pastor and Clerk of Saltillo Baptist Church, Inc., 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 Saltillo Baptist Church at the regular business meeting held on April 5, 1978. The above Resolution appears on the official minutes of the Church.

WITNESS OUR SIGNATURES this the 3rd day of June  
1978.

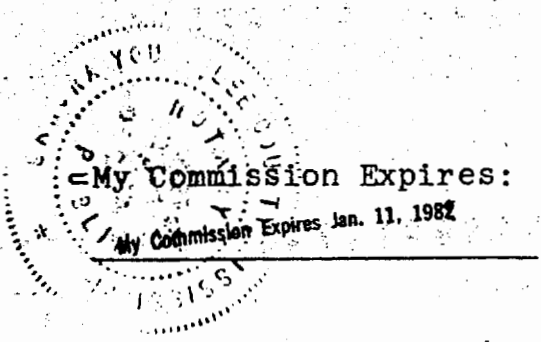
Rev. Rex Yancey  
PASTOR

Louis Brannon  
CLERK

STATE OF MISSISSIPPI  
COUNTY OF LEE

SWORN TO AND SUBSCRIBED BEFORE ME, THIS the 3rd day of  
June, 1978.

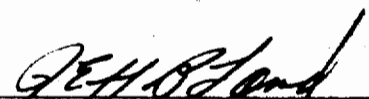
Sandra Young  
NOTARY PUBLIC




AMENDMENT TO CHARTER OF INCORPORATION  
OF  
SALTILLO BAPTIST CHURCH, INC.  
SALTILLO, MISSISSIPPI

Paragraph I of the Charter of Incorporation of Saltillo Baptist Church, Inc. is hereby amended by a Resolution passed by the members of the Saltillo Baptist Church, Inc., at a regular monthly business meeting held on April 5, 1978, to read as follows:

I. The Corporate Title of said company is First Baptist Church of Saltillo, Inc.

  
JEFF P. LAND, TRUSTEE

  
BILLY T. MEARS, TRUSTEE


  
ROBERT A. TENNISON, TRUSTEE

STATE OF MISSISSIPPI

COUNTY OF LEE

This day personally appeared before me, the undersigned authority in and for the aforesaid County and state, Jeff P. Land, Billy T. Mears and Robert A. Tennison, known by me to be the Trustees of the Saltillo Baptist Church, Inc. who acknowledged that signed and delivered the Amendment to Charter of Incorporation for an on behalf of the said Saltillo Baptist Church, Inc. and that they were duly authorized by a Resolution adopted by the membership of said church to execute said Instrument for and on behalf of said Church.

WITNESS MY SIGNATURE, this the 3rd day of June,  
1978.

  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires Jan. 11, 1982

Received at the office of the Secretary of State, this the 7<sup>th</sup> day of June

A. D., 19 28, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[Signature]  
SECRETARY OF STATE.

Jackson, Miss.,

9 June 28

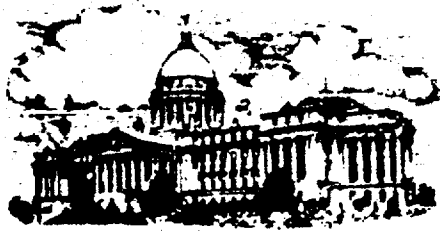
I have examined this amendment to a Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

[Signature]  
ATTORNEY GENERAL

By [Signature]  
Assistant Attorney General.

# State of Mississippi

EXECUTIVE



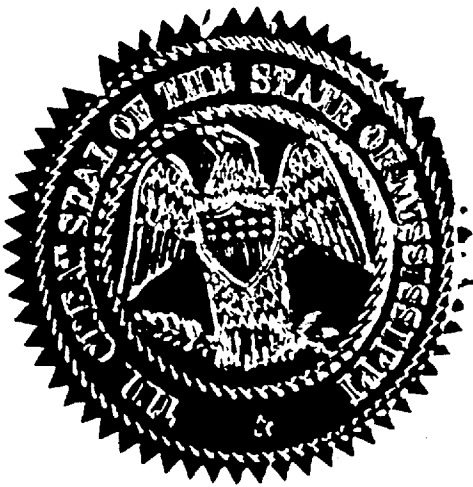
OFFICE

Jackson

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

THE SOUTHERN CHRISTIAN STUDENT CENTER, INCORPORATED

*is hereby approved.*



*In Testimony Whereof, I have hereunto set  
my hand and caused the Great Seal  
of the State of Mississippi to be  
affixed, this the*

*Attest:*

*Heber Ladner*  
*Secretary of State.*

*Calvin Finch*

*Governor.*



CERTIFIED COPY OF RESOLUTION ADOPTED BY  
THE SOUTHERN CHRISTIAN STUDENT CENTER, INCORPORATED

Pursuant to proper notice, a meeting of the Board of Directors of The Southern Christian Student Center, Incorporated was held on the 6th day of May, 1978, and a quorum of the members was present. Upon motion duly made, seconded and unanimously adopted, it was:

RESOLVED, that The Southern Christian Student Center, Incorporated file an amendment to its Charter of Incorporation with the Secretary of State of the State of Mississippi to amend its Charter of Incorporation as follows:

"8. In the event of dissolution, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

"9. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

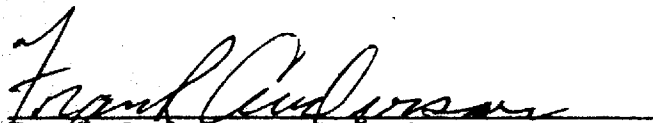
"10. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office."

FURTHER RESOLVED, that the officers of the corporation shall be authorized to do each and every act necessary to amend said Charter of Incorporation.

I, Frank Anderson, Secretary of The Southern Christian Student Center, Incorporated hereby certify that the foregoing is a true and correct copy of a Resolution adopted by The Southern Christian Student Center, Incorporated on the date

set forth above and that the same is now in full force and effect and has not been amended or rescinded by any action of the corporation.

CERTIFIED, this the 6th day of May, 1978.

  
Frank Anderson, Secretary

ARTICLES OF AMENDMENT  
TO THE  
CHARTER OF INCORPORATION  
OF  
THE SOUTHERN CHRISTIAN STUDENT CENTER, INCORPORATED

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

FIRST: The name of this corporation is The Southern Christian Student Center, Incorporated.

SECOND: The domicile is at 3504 Montague Boulevard, Hattiesburg, Mississippi 39401.

THIRD: The following amendment of the Charter of Incorporation was adopted by the members of the corporation on the date hereinafter written, in the manner prescribed by Section 79-11-9 of the Mississippi Code:

The Charter of Incorporation is amended to read as follows:

"8. In the event of dissolution, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

"9. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

"10. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office."

DATED this the 6th day of May, 1978.

THE SOUTHERN CHRISTIAN STUDENT CENTER, INCORPORATED

By: [Signature]  
Thomas W. Cowart, Jr., President

ATTEST:

[Signature]  
Frank Anderson, Secretary

STATE OF MISSISSIPPI  
COUNTY OF Fresno

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Thomas W. Cowart, Jr., the President of The Southern Christian Student Center, Incorporated, who acknowledged that he signed and delivered the above and foregoing instrument of writing for and on behalf of said corporation as the act and deed of said corporation after being duly authorized by said corporation so to do, on the day and year therein written.

GIVEN under my hand and official seal, this the 13th day of May, 1978.

[Signature]  
Notary Public

My commission expires:  
Jan 26, 1981



Received at the office of the Secretary of State, this the 7<sup>th</sup> day of June

A. D., 1978, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[Signature]  
SECRETARY OF STATE.

Jackson, Miss.,

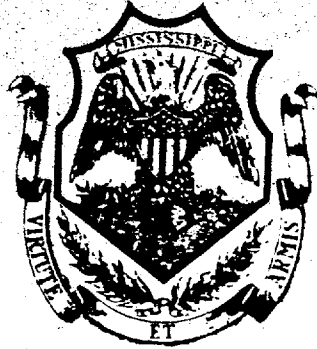
9 June 78

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

[Signature]  
ATTORNEY GENERAL.  
By [Signature]  
Assistant Attorney General.

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

KILMICHAEL IMPROVEMENT CLUB, INC.

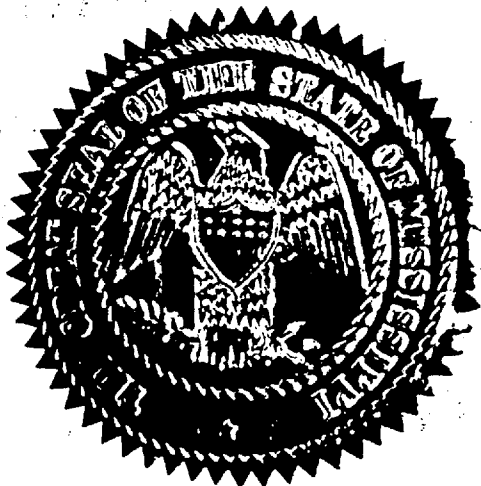
is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 19th day of June A. D., 1978.

*Cliff Fuchs*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State



RESOLUTION OF KILMICHAEL IMPROVEMENT CLUB

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

Be it resolved by the members of Kilmichael Improvement Club, an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that

BOARD OF TRUSTEES

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

CERTIFICATE

I, CHESTER HARRINGTON, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 13 day of MAY, 1978, at Kilmichael, 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 13 day of may, 1978.

Secretary

*William Funnell  
Sam Backin Jr.*

*Chester Harrington  
Rochester Ratliff  
L. Pittman  
Nathan Hudson  
Bill Bruts  
Samuel McLain  
F. R. Funnell  
Walter Funnell  
J. B. Funnell  
Ozell Stewart*





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

### KILMICHAEL IMPROVEMENT CLUB

1. The corporation title of said company is: KILMICHAEL IMPROVEMENT 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
Sammie McCaskill	Vaiden Road	Kilmichael,	Mississippi 39717
Chester Harrington	P.O. Box 171	Kilmichael,	Mississippi 39717
Rochester Ratliff	Rte. 1, Box 140	Kilmichael,	Mississippi 39717
Walter Dorris Jr.	Rte. 1, Box 142	Kilmichael,	Mississippi 39717
Ozell Stewart	Rte. 1, Box 114A	Kilmichael,	Mississippi 39717
Sam Baskin	Rte. 1, Box 181	Kilmichael,	Mississippi 39717
X.L. Pittman	Rte. 1, Box 110A	Kilmichael,	Mississippi 39717
Will Butts	Rte. 1, Box 115B	Kilmichael,	Mississippi 39717
Nathan Hudson	Rte. 1, Box 18	Kilmichael,	Mississippi 39717

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

3. The domicile is at F. G. Box 311 Kilmichael Mississippi 39717  
(Street and No.) (City) (State)

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

The Kilmichael Improvement Club is a non-profit organization and will not sell shares of stock. This is a community organization set up for the purpose of improving the community, spiritually, socially, and economically. Said corporation is a civic improvement society.

5. Period of existence shall be perpetual.

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

The purpose of the Kilmichael Improvement Club is for the improvement of living condition of community.

(Continue from number 2)

Voyd Daniel	Rte. 1,	Kilmichael,	Mississippi 39717
William Purnell	Hwy 82 West	Kilmichael,	Mississippi 39717
Lee R. Feebles	Hwy 82 West	Kilmichael,	Mississippi 39717

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: Chester Harrington  
William Purnell Sam Baskin  
Lee Purnell Peoples Walter Dorris  
Nathan Hudson J. L. Pittman  
Will Butts Sammie McCaskill  
Void Daniels Rochester Ratliff  
Lee Purnell Peoples Ozell Stewart Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of MONTGOMERY

This day personally appeared before me, the undersigned authority Void Daniels  
Chester Harrington, Walter Dorris, Lee Purnell Peoples,  
Sam Baskin, William Purnell, K.L. Pittman, Sammie McCaskill  
Nathan Hudson, Will Butts, Rochester Ratliff,  
 incorporators of the corporation known as the KILMICHAEL IMPROVEMENT CLUB, Ozell Stewart

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as  
 (his) (their) act and deeds on this the 13<sup>th</sup> day of May, 1978  
Jay M. Pearson

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 13 day of June  
 A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to  
 the Attorney General for his opinion.

Heber Lohner  
 Secretary of State  
 Jackson, Miss., 14 June, 1978

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.

Att. General  
 Attorney General  
 By John M. Hester  
 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

MENFISH DIVE CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 19th day of June A. D., 1978.

*Calvin T. Tucker*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State



February 22, 1978

A special meeting of the Menfish Dive Club was held at said date in the Mississippi Power Association building at 7:30 p.m.

Purpose: To elect a Board of Directors for the Menfish Dive Club and to discuss incorporation of the club.

The following persons were duly elected as officers and members of the board of directors:

President	Neal Hazen
Vice President	Dan Goad
Treasurer	Mike Petro
Secretary	Steve Twigg
Director	Earl Lizana
Director	Jo Damin
Director	William Craig

Following discussion it was decided that it would be to the best interest of the club to incorporate as a nonprofit corporation under the laws of the state of Mississippi and the following resolution was adopted:

"Be it resolved by the members of Menfish Dive Club, an unincorporated association of individuals, that it is to the best interests of this association that it be forthwith incorporated as a nonprofit organization under the laws of the State of Mississippi applicable thereto and that Neal Hazen, Mike Petro and Steve Twigg are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this organization to be named Menfish Dive Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do."

There being no further business the meeting was adjourned.

Steve E. Twigg  
Secretary

Approved:

Neal Hazen  
President

RESOLUTION OF Menfish Dive Club

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

Be it resolved by the members of Menfish Dive Club an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Neal Hazen, Mike Petro and Steve Twigg are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Menfish Dive Club, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Steve Twigg, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 22nd day of February, 1978, at Gulfport, Mississippi at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 31st day of May, 1978.

Secretary Steven E. Twigg

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**

MENFISH DIVE CLUB

1. The corporation title of said company is: Menfish Dive 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
Neal Hazen	205 South Burke	Long Beach	Miss
Mike Petro	2704 Pine	Gulfport	Miss
Steve Twigg	2704 Pine	Gulfport	Miss

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

3. The domicile is at 1424 23rd Avenue (P. O. Box 730) Gulfport, Mississippi  
(Street and No.) (City) (State)

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

This corporation is nonprofit and no shares of stock are to be issued; this is a civic organization.

5. Period of existence shall be perpetual.

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

The purpose of this corporation shall be to promote and teach swimming, diving, related water sports and activities; to promote and teach the safety features involved in the foregoing; all with the corporate powers conferred by Section 79-11-1, Mississippi Code of 1972 and amendments thereto.

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: Neal Hazen  
Michael Petro  
Steve E Twigg

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
County of HARRISON

This day personally appeared before me, the undersigned authority  
Neal Hazen                              Mike Petro                              Steve Twigg

\_\_\_\_\_

\_\_\_\_\_

incorporators of the corporation known as the Menfish Dive Club, Inc.

who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as ~~(his)~~ (their) act and deeds on this the 31<sup>st</sup> day of May, 1978

My commission expires: 6/7/81 Diana K. Hedgeworth  
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 13 day of June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Bradner  
Secretary of State

Jackson, Miss., 14 June, 1978

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.

At. Sumner  
Attorney General

By John B. Tilton  
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

SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED  
CITIZENS AND HANDICAPPED, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 19th day of June A. D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*  
Secretary of State





SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED  
 RESOLUTION OF

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.

SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED

Be it resolved by the members of \_\_\_\_\_  
 an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that Mary Caselli, Charles Weissinger, Jr. and Larry Gordon \_\_\_\_\_  
 are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED, INC. that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Mary Caselli, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 2 day of May, 1978, at Kalbiy's Park, Ms. at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the 2  
 day of June, 1978.

Secretary Mary Caselli

215 102  
CERTIFIED COPY OF RESOLUTION ADOPTED BY SHARKEY-ISSAQUENA COUNTY  
ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED  
AUTHORIZING AND DIRECTING INCORPORATION

WHEREAS, SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED, is now a voluntary, non-profit, unincorporated association, 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 discussion in a noticed meeting assembled, this association finds that incorporation will entitle said association to financial, organizational and other advantages not now enjoyed, and will facilitate the accomplishment of the purposes of the association; and

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

THEREFORE BE IT RESOLVED BY SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED THAT:

1. MARY CASELLI, CHARLES WEISSINGER, JR., AND LARRY GORDON are hereby authorized to proceed forthwith to take all actions and do all things necessary to incorporate SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED, a non-profit corporation under the laws of the State of Mississippi, and to act as the incorporators thereof.

2. The corporate title of the corporation herein authorized shall be "SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED, INC."

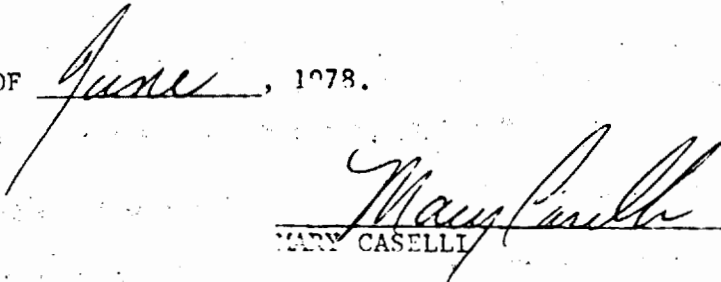
3. The domicile of said corporation shall be P. O. Box 74, Nitta Yuma, Sharkey County, Mississippi. 38763.

4. The purposes and powers of the said corporation shall be set 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 here in words and figures.

C E R T I F I C A T E  
-----

I, MARY CASELLI, HEREBY CERTIFY THAT I THIS DAY MAILED, POSTAGE PRE-PAID, A TRUE AND CORRECT COPY OF THE FOREGOING CERTIFIED COPY OF RESOLUTION AND THE CHARTER OF INCORPORATION OF THE SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED TO THE HON. HEBER LADNER, SEC. OF STATE OF THE STATE OF MISSISSIPPI, AT HIS LAST KNOWN MAILING ADDRESS AT JACKSON, MISSISSIPPI.

THIS THE 2 DAY OF June, 1978.

  
MARY CASELLI

SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED  
P. O. BOX 74  
NITTA YUMA, MISSISSIPPI 38763

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**

SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED CITIZENS AND HANDICAPPED

1. The corporation title of said company is: Sharkey-Issaquena County Association For Retarded Citizens and Handicapped, 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
Mary Caselli		Nitta Yuma	Mississippi
Charles Weissinger, Jr.	P. O. Box 215	Rolling Fork	Mississippi
Larry Gordon		Rolling Fork	Mississippi

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

3. The domicile is at P. O. Box 74 Nitta Yuma Mississippi  
(Street and No.) (City) (State)
4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, As authorized by the provisions of Section 79-11-1, Code of Mississippi of 1972, and amendments thereto.)  
This Association is a non-profit, non-political, non-sectarian organization. No part of any net earnings shall inure to the benefit of any member or individual, and no officer or director of the Association shall receive any compensation for his services as an officer or director. No shares of stock shall be issued. This association is a charitable and civic improvement organization.
5. Period of existence shall be perpetual.
6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated:  
The purposes of this Association are:
- To promote the general welfare of the mentally retarded wherever they may be.
  - To foster the development of programs in their behalf.
  - To encourage research related to mental retardation.
  - To advise and aid parents in the solution of their problems and to coordinate their efforts and activities.
  - To develop a better understanding of the problems of mental retardation by the public.
  - To cooperate with all public, private, and religious agencies and professional groups in the furtherance of these ends.
  - To associate with and support financially the State and National Associations to promote the common cause.
  - To serve locally as a clearinghouse for gathering and giving out information regarding the mentally retarded.
  - To solicit and receive funds for the accomplishment of 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: Mary Caselli  
(Mary Caselli)  
Charles Weissinger, Jr.  
(Charles Weissinger, Jr.)  
Larry Gordon  
(Larry Gordon)  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of Sharkey



This day personally appeared before me, the undersigned authority Mary Caselli  
Charles Weissinger, Jr., Larry Gordon

incorporators of the corporation known as the SHARKEY-ISSAQUENA COUNTY ASSOCIATION FOR RETARDED  
CITIZENS AND HANDICAPPED, INC.  
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as  
(his) (their) act and deeds on this the 12<sup>th</sup> day of June, 19 78  
My Commission Expires Sept. 29, 1981. Charlotte D. Wilson

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 13 day of June  
A.D., 19 78 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., 14 June, 19 78

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.

Att. General  
Attorney General  
By John M. Beaton  
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

FUTURE HOPE CORPORATION

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 19th day of June A. D., 1978.



*Calvin Fitch*

Governor

By the Governor

*Heber Ladner*

Secretary of State

CERTIFIED COPY OF RESOLUTION ADOPTED BY  
MEMBERS OF THE FUTURE HOPE ASSOCIATION  
AT A MEETING HELD ON THE 31ST DAY OF MAY,  
1978, AUTHORIZING AND DIRECTING THE  
INCORPORATION OF THE FUTURE HOPE ASSOCIATION

WHEREAS, the Future Hope Association is now a voluntary non-profit unincorporated association composed of certain persons associated with Future Hope, a Christian musical organization formed for the purpose of a religious and educational ministry through word and song; and

WHEREAS, after thorough investigation and discussion in meeting assembled, the members of this organization find that incorporation will entitle it to financial, organizational and other advantages not presently enjoyed, and will facilitate the accomplishment of the purposes of the organization; and

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

NOW, THEREFORE, BE IT RESOLVED, by Future Hope Association, in meeting assembled, that:

Section 1: Daniel M. Cutchen, L. Milton Cutchen, and Louise Newton Cutchen are hereby authorized and directed to proceed forthwith to take all action and do all things necessary to incorporate Future Hope Association, as a non-profit corporation under the laws of the State of Mississippi, and to act as incorporators thereof.

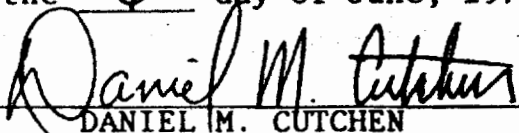
Section 2: The corporate title of the corporation herein authorized shall be "Future Hope Corporation."

Section 3: The incorporators are fully empowered to do and perform any and all other acts necessary to secure the charter and to authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Daniel M. Cutchen, do hereby certify that I am the duly elected, qualified and acting President of the above named unincorporated association of individuals, and that the above and foregoing is a true and correct copy of a Resolution duly and properly adopted at a meeting thereof held on the 31st day of May, 1978, at which a majority of the members were present and which meeting was duly and properly called and held.

WITNESS MY SIGNATURE this the 6 day of June, 1978.

  
\_\_\_\_\_  
DANIEL M. CUTCHEN  
PRESIDENT



CHARTER OF INCORPORATION  
OF  
FUTURE HOPE CORPORATION

1. The corporate title of this corporation is: Future Hope Corporation.
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:  
  
Daniel M. Cutchen  
835 Riverside Drive  
Jackson, Mississippi 39202  
  
L. Milton Cutchen  
835 Riverside Drive  
Jackson, Mississippi 39202  
  
Louise Newton Cutchen  
835 Riverside Drive  
Jackson, Mississippi 39202
3. The domicile of the corporation is:  
  
835 Riverside Drive  
Jackson, Mississippi 39202
4. The corporation is a non-profit, religious organization and shall issue no shares of stock.
5. The period of existence shall be perpetual.
6. The purpose for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by th corporation, which rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated are:

(a) Purposes

The purposes for which the corporation is created are to receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom or the principal thereof exclusively for the religious and educational ministry of Future Hope, a Christian musical organization. All assets of the corporation shall be principally and directly dedicated exclusively to the above-stated purposes. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall inure to the benefit of any member, trustee 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 any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

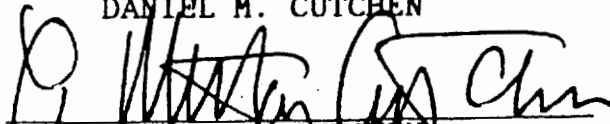
(b) Rights and Powers

As a means of accomplishing the foregoing purposes, the corporation shall have the following rights and powers:

- (1) To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, 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.
- (2) 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.
- (3) 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, 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.

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.

  
DANIEL M. CUTCHEN

  
L. MILTON CUTCHEN

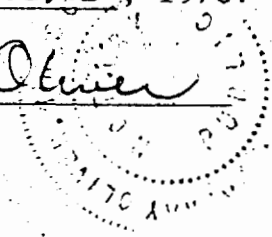
  
LOUISE NEWTON CUTCHEN

INCORPORATORS

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, DANIEL M. CUTCHEN, one of the incorporators of the corporation known as Future Hope Corporation, who acknowledged that he signed, and executed the above and foregoing Charter of Incorporation as his act and deed, on this the 12<sup>th</sup> day of June, 1978.

A. Kay Oliver  
NOTARY PUBLIC

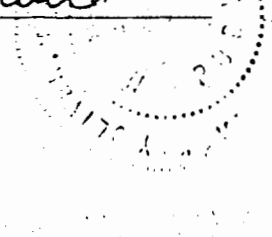


My Commission Expires:  
5/7/80

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, L. MILTON CUTCHEN, one of the incorporators of the corporation known as Future Hope Corporation, who acknowledged that he signed, and executed the above and foregoing Charter of Incorporation as his act and deed, on this the 12<sup>th</sup> day of June, 1978.

A. Kay Oliver  
NOTARY PUBLIC



My Commission Expires:  
5/7/80

STATE OF MISSISSIPPI  
COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, LOUISE NEWTON CUTCHEN, one of the incorporators of the corporation known as Future Hope Corporation, who acknowledged that she

signed, and executed the above and foregoing Charter of Incorporation as her act and deed, on this the 12<sup>th</sup> day of June, 1978.

A. Kay Oliver  
NOTARY PUBLIC

My Commission Expires:  
5/7/80

ENDORSEMENT

Received at the office of the Secretary of State, this, the 13 day of June, A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee and referred to the Attorney General for his opinion.

Heber Ludner  
SECRETARY OF STATE

Jefferson, Ms. 14 June 78

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

John M. Weston  
ATTORNEY GENERAL  
John M. Weston, S.A.A.G.

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

HOME BUILDERS ASSOCIATION OF GRENADA, MISSISSIPPI, INCORPORATED

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 19th day of June A. D., 1978.

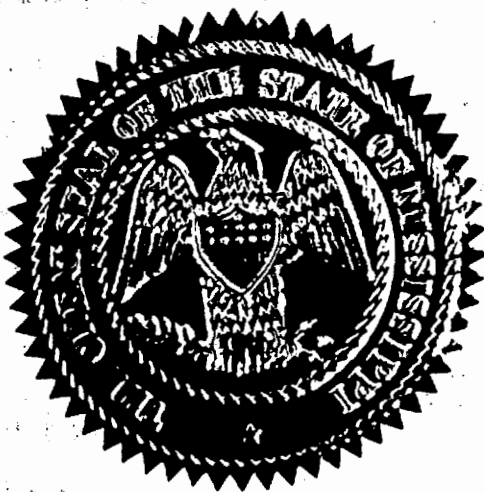
*Cliff Fitch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



RESOLUTION OF HOME BUILDERS ASSOCIATION OF GRENADA, MISSISSIPPI  
 An Unincorporated Association, To Incorporate, Designating the incorporators,  
 The name of the proposed corporation and authorizing the expenditure of the  
 funds of the association necessary to do so.

Be it resolved by the members of Home Builders Association of Grenada, Ms.  
 an unincorporated association of individuals, that it is the best interests  
 of this association that it be forthwith incorporated as a nonprofit corporation  
 under the law of the State of Mississippi applicable thereto and that  
Billy, Joe Couch, John Doyle Smith, and Ed Kinard  
 are elected, appointed, designated and authorized to act as incorporators in  
 applying for a charter of this association to be named Home Builders Association of  
Grenada, Ms., Incorporated; that they are fully empowered to do  
 so and perform any and all other acts necessary to secure said charter and  
 authorize the expenditure of such funds of the association as may be necessary  
 so to do.

CERTIFICATE

I, Ed Kinard, do hereby certify that I am the duly  
 elected, qualified and acting Secretary of the above named unincorporated  
 association of individuals, and that the foregoing is true and correct copy  
 of a Resolution duly adopted at a meeting thereof held on the 9th day  
 of May, 1978, at Grenada, Mississippi  
 at which a majority of the members were present, and said meeting was duly  
 and properly called and held.

Witness my signature, this the 9th  
 day of May, 1978.

Secretary

Ed Kinard

Ed Kinard

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

# THE CHARTER OF INCORPORATION OF

## HOME BUILDERS ASSOCIATION OF GRENADA, MISSISSIPPI

1. The corporation title of said company is: HOME BUILDERS ASSOCIATION OF GRENADA, MISSISSIPPI, 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
Billy Joe Couch	2240 Carrollton Rd.,	Grenada, Mississippi	
John Doyle Smith	50 Jefferson Trail,	Grenada, Mississippi	
Ed Kinard	1820 Vance Rd.,	Grenada, Mississippi	

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

3. The domicile is at P. O. Box 794, 10 South 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 79-11-1, Code of Mississippi of 1972, and amendments thereto.)

This corporation shall issue no shares of stock, shall divide no dividends or profits among their members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all officers, shall make 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.

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 operate a fraternal organization or mechanics association, being in the nature of a civic improvement society and otherwise improving the physical, mental and moral condition of mankind, and towards the accomplishment of said purpose, shall be empowered to:

Buy, sell, mortgage, own, lease, operate and control real and personal property necessary in the conduct of any of the above purposes.

Employ persons necessary to effectuate the purposes of said corporation.

Contract with others in order to carry out the purposes of this corporation.

And for any other worthy purposes as may be deemed proper by the Association.

This corporation will be a non-profit organization operated exclusively for the above purposes.

And which shall have the following objectives:

1. To associate the home builders of this State and the United States for purposes of mutual advantage and cooperation.
2. To develop and maintain within the Home Building Industry a high appreciation of the objectives and responsibilities of home builders in fully serving the public.
3. To advocate and encourage the constant improvement of home building techniques and practices.

4. To promote and protect home ownership among all the people.
5. To cooperate with other trade associations in all matters related to advancing the home building industry.
6. To advocate the standardization of building codes throughout the nation.
7. To work for the elimination of governmental orders improperly restricting the Home Building Industry, and to support beneficial directives.
8. To promulgate and enforce a Code of Ethics for members of this Association.
9. To collaborate with distributors and manufacturers of building materials and equipment to the end that maximum quality at minimum cost to the consumer may be achieved.
10. To issue such publications as may be necessary to disseminate information of value to its members, the public and the government.
11. To serve, advance and protect the welfare of the Home Building Industry, in such manner that adequate housing will be made available by private enterprise to all Americans.
12. To operate without profit and no part of the income of this organization shall enure to the benefit of any Individual Member.
13. To affiliate with and become a member of any State or National Organization or Corporation having the same, similar or kindred purposes or objectives.

This corporation is being formed for civic improvement under the terms and conditions as set forth under Section 5310.1, Mississippi Code of 1942, recompiled, as amended.

This Application for Charter of Incorporation of Home Builders Association of Grenada, Mississippi is made pursuant to a Resolution of the Association authorizing the Application for the Charter, a certified copy of said Resolution authorizing the Application is attached to this Application for Charter of Incorporation and made a part hereof as if fully copied in words and figures herein.



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

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

Signatures: Billy Joe Couch  
Billy Joe Couch  
John Doyle Smith  
John Doyle Smith  
Ed Kinard  
Ed Kinard  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
County of GRENADA

This day personally appeared before me, the undersigned authority Billy Joe Couch,  
John Doyle Smith, Ed Kinard

incorporators of the corporation known as the Home Builders Association of Grenada, Ms, Inc.  
who acknowledged that ~~(he)~~ (they) signed and delivered the above and foregoing charter of incorporation as  
(his) (their) act and deeds on this the 9<sup>th</sup> day of June, 1978

My Comm. Expires: 7/15/1981  
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 13<sup>th</sup> day of June  
A.D., 1978, together with the sum of \$ 2.00 deposited to cover the recording fee, and referred to  
the Attorney General for his opinion.

Heber L. Tolson  
Secretary of State

Jackson, Miss., 15 June, 1978

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.

By A. G. Summy Attorney General  
John M. Weston 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*

HANCOCK COUNTY HISTORICAL SOCIETY, INC.

*is hereby approved.*



*In Testimony Whereof, I have hereunto set  
my hand and caused the Great Seal  
of the State of Mississippi to be  
affixed, this the 19th day of June A.D., 1978.*

*Attest:*

*Heber Ladner*  
Secretary of State.

*Cliff Fuchs*

Governor.

CERTIFIED COPY OF RESOLUTION  
ADOPTED BY  
HANCOCK COUNTY HISTORICAL SOCIETY, INC.  
AT A MEETING OF THE MEMBERS HELD ON  
MAY 8, 1978  
AUTHORIZING AND DIRECTING THE AMENDMENT OF  
THE CHARTER OF INCORPORATION OF  
HANCOCK COUNTY HISTORICAL SOCIETY, INC.

WHEREAS, Hancock County Historical Society, Inc., is a voluntary, non-profit incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to amend its charter as to its purposes, and to provide for a dissolution clause in accordance with Internal Revenue Service regulations;

THEREFORE, BE IT RESOLVED by Hancock County Historical Society, Inc., that its charter is amended as follows:

The purposes of the corporation are amended by deleting the present purpose and replacing it with the following:

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and, more specifically, to discover and memorialize the history and architecture of Hancock County, Mississippi; to discover, purchase, commission or otherwise procure, publish and in any other way preserve writings, newspapers, blueprints, maps, journals and the like which shed light on the history and architecture of Hancock County, Mississippi; to research, discover, procure, purchase, restore and assure the preservation of buildings, land, homes, or other articles which may relate to the history and architecture of Hancock County, Mississippi; to establish and maintain historic homes, buildings or exhibits and land leased to or owned by the corporation; to hold meetings and other activities for the instruction and information of members and the public; and to accept donations of money, real property or other property for the above purposes.

Paragraph 7 is amended by deleting the same and replacing it with the following paragraphs:

(a) In the event of dissolution, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

(b) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a

corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

(c) This corporation shall not be required to make publication of its charter; it shall issue no shares of stock; it shall divide no dividends or profits among its members; it shall make expulsion the only remedy for non-payment of dues; it shall vest in each member the right to one vote in the election of all officers; it shall make the loss of membership, by death or otherwise, the complete termination of such member's interest in the corporate assets. No member of the corporation shall have any personal liability for corporate debts, but the entire corporate property shall be liable for the claims of its creditors.

(d) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

CERTIFICATE

I, Louis Fernandez, President of Hancock County Historical Society, Inc., do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Hancock County Historical Society, Inc., in a meeting assembled on the 8th day of May, 1978, in Bay St. Louis, Mississippi.

WITNESS MY SIGNATURE, this the 15<sup>th</sup> day of May, 1978.

  
President

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF

BOOK 245 PAGE 421

HANCOCK COUNTY HISTORICAL SOCIETY, INC.

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

First: The corporation is amended by deleting the present purpose of the corporation and replacing it with the following:

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and, more specifically, to discover and memorialize the history and architecture of Hancock County, Mississippi; to discover, purchase, commission or otherwise procure, publish and in any other way preserve writings, newspapers, blueprints, maps, journals and the like which shed light on the history and architecture of Hancock County, Mississippi; to research, discover, procure, purchase, restore and assure the preservation of buildings, land, homes, or other articles which may relate to the history and architecture of Hancock County, Mississippi; to establish and maintain historic homes, buildings or exhibits and land leased to or owned by the corporation; to hold meetings and other activities for the instruction and information of members and the public; and to accept donations of money, real property or other property for the above purposes.

Second: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on May 8th, 1978, at a regular meeting of the members of the corporation at Bay St. Louis, Mississippi, by deleting paragraph 7 and replacing it with the following paragraphs:

(a) In the event of dissolution, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

(b) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

(c) This corporation shall not be required to make publication of its charter; it shall issue no shares of

of stock; it shall divide no dividends or profits among its members; it shall make expulsion the only remedy for non-payment of dues; it shall vest in each member the right to one vote in the election of all officers; it shall make the loss of membership, by death or otherwise, the complete termination of such member's interest in the corporate assets. No member of the corporation shall have any personal liability for corporate debts, but the entire corporate property shall be liable for the claims of its creditors.

(d) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

DATED: This the 15<sup>th</sup> day of May, 1978.

HANCOCK COUNTY HISTORICAL SOCIETY, INC.

By Louis Fernandez  
PRESIDENT

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI  
COUNTY OF HANCOCK

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Louis Fernandez, President of Hancock County Historical Society, Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Hancock County Historical Society, Inc., on this the 15<sup>th</sup> day of May, 1978.

Walter H. Carter  
NOTARY PUBLIC

My commission expires: August 16, 1881

Received at the office of the Secretary of State, this the 13<sup>th</sup> day of June

A. D., 19 71, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

[Signature]  
SECRETARY OF STATE.

Jackson, Miss..

14 June 75

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

[Signature]  
ATTORNEY GENERAL.

By [Signature]  
Assistant Attorney General.

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI CHESHIRE HOMES OF HARRISON COUNTY, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 20th day of June A. D., 1978.



*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State

STATE OF MISSISSIPPI  
COUNTY OF HARRISON  
FIRST JUDICIAL DISTRICT

RESOLUTION

WHEREAS, Cheshire Homes International has authorized the establishment of Cheshire Homes in Mississippi, and specifically upon the Mississippi Gulf Coast, to serve the handicapped, and has further authorized the use of the Cheshire Homes International name, format, procedures, experience, advice and promotional materials for establishment of such homes in Mississippi; and

WHEREAS, the undersigned association of citizens from the Mississippi Gulf Coast have committed themselves to help establish such a Cheshire Home on the Mississippi Gulf Coast; and

WHEREAS, it will be necessary to raise funds from many sources for the establishment and maintenance of such home; and

WHEREAS, on May 25, 1978, this group of citizens from the Mississippi Gulf Coast held an organizational meeting for the purpose of forming the non-profit corporation know as Mississippi Cheshire Homes of Harrison County, Inc., and at said meeting a temporary chairman and secretary were elected to conduct said organizational meeting; and

WHEREAS, at said organizational meeting it was determined that the purpose of the Mississippi Cheshire Homes of Harrison County, Inc. would be as follows:

I.

To act as a non-profit corporation under the laws of the State of Mississippi.

II.

To provide elderly persons and handicapped persons with housing facilities and services specically designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and

services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

III,

To sponsor fund-raising activities in and about the Mississippi Gulf Coast to provide financial assistance for such purposes; to do all the things necessary and appropriate in carrying out and exercising the foregoing purposes and powers.

WHEREAS, on May 25, 1978, the aforesaid group of citizens by Motion duly made and seconded, elected the following officers:

President - Tommy Gollott

Vice President - Tom Holderer

Secretary - Bonnie White

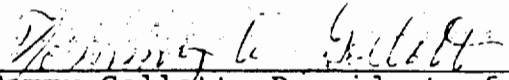
Treasurer - Bill Holmes

and

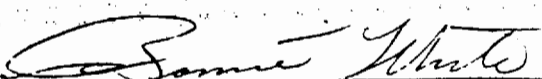
WHEREAS, on Motion duly made and seconded, the aforesaid officers were elected as the governing board of the Mississippi Cheshire Homes of Harrison County, Inc. and vested with the full authority to establish and enforce policy of the corporation.

On Motion of Bill Holmes with a second by Frankin Kyle, the Motion to adopt the above and foregoing Resolution was put to a vote, and the Motion having received the affirmative vote of all of the members present and voting, the President of the Association declared the Motion carried and the aforesaid Resolution adopted on this the 25th day of May, 1978.

APPROVED:

  
 \_\_\_\_\_  
 Tommy Gollott, President of the  
 Association of Mississippi Cheshire  
 Homes of Harrison County

ATTEST:

  
 \_\_\_\_\_  
 Bonnie White, Secretary of the  
 Association of Mississippi Cheshire  
 Homes of Harrison County.

ARTICLES OF INCORPORATION

OF

MISSISSIPPI CHESHIRE HOMES OF HARRISON COUNTY, INC.

ARTICLE I

- (a) The name of the Corporation is MISSISSIPPI CHESHIRE HOMES OF HARRISON COUNTY, INC., referred to as "the Corporation."
- (b) The existence of the Corporation shall be perpetual.
- (c) The principal office of the Corporation will be located at Bailey Plaza, Washington Avenue, Gulfport, Mississippi.
- (d) The resident agent of the Corporation is Bonnie White, whose post office address is P. O. Box 6304, Gulfport, Mississippi 39501.

ARTICLE II

The names and post office addresses of the incorporators are as follows:

Tommy Gollott  
 1390 East Bayview  
 Biloxi, Mississippi 39530

Bonnie White  
 3419 Washington Avenue  
 Gulfport, Mississippi 39501

Tom Holderer  
 4115 - 9th Street  
 Gulfport, Mississippi 39501

Bill Holmes  
 P. O. Box 4676  
 Biloxi, Mississippi 39533

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

ARTICLE III

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.
- (c) To sponsor fund-raising activities in and about the Mississippi

Gulf Coast to provide financial assistance for such purposes; to do all things necessary and appropriate in carrying out and exercising the foregoing purposes and powers.

#### ARTICLE IV

The Corporation is empowered:

- (a) To act as a nonprofit corporation under the laws of the State of Mississippi, to-wit: being a charitable association.
- (b) To buy, sell, own, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
- (d) Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.
- (e) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of

the Corporation, which themselves are exempt as organizations described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior, later or future laws of the federal, state or local government for exclusive public use; PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

#### ARTICLE V

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

#### ARTICLE VI

The number of directors of the Corporation shall be at least eighteen (18) and shall be elected by the members of the Corporation from the membership. The directors of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director. The original directors and the term for which each will serve, are set below

Tommy Gollott	One Year
Tom Holderer	One Year
Bonnie White	One Year
Bill Holmes	One Year
Sherwood Bailey	One Year
William D. Bergner	One Year
Guy Billups, Jr.	One Year
Catherine Brackin	One Year
V. W. Entrekin	One Year
Franklin Kyle, Jr.	One Year
Robert S. Locke	One Year
Ernest Melvin	One Year
Denham Roberson	One Year
Bernice Simmons	One Year
William L. Stewart	One Year
Bobbie Thomas	One Year
Virginia Wagner	One Year
Roland Weeks, Jr.	One Year

The directors shall serve without compensation.

Membership in the Corporation shall, at all times be limited to individuals who are either (1) directors of Harrison County

Association for Retarded Citizens, or (2) member of Harrison County Association for Retarded Citizens and who have the approval of the Board of Directors of Harrison County Association for Retarded Citizens. In the event that a member of the Corporation ceases to be a director of Harrison County Association for Retarded Citizens, or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a member and director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director of the Corporation.

The annual meeting shall be held on the fourth Thursday of June of each year.

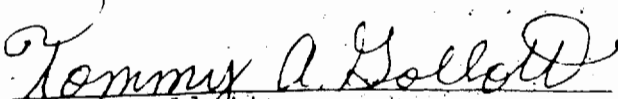
#### ARTICLE VII

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof.

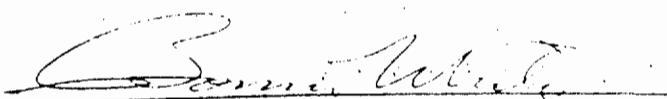
#### ARTICLE VIII

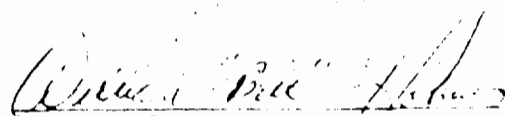
So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

SIGNED by the incorporators this the 8<sup>th</sup> day of June, 1978.

  
Tommy Gollott

  
Tom Holderer

  
Bonnie White

  
Bill Holmes

Received at the office of the Secretary of State, this the 14 day of June

A. D., 1978, together with the sum of \$20<sup>00</sup> deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Deber Lodner  
SECRETARY OF STATE.

Jackson, Miss.

June 16, 1978

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.

A. F. Sumner  
ATTORNEY GENERAL

By Rubal M. Allen  
Special Assistant Attorney General.



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

GUNTOWN LIONS CLUB, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 20th day of June A. D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



RESOLUTION AUTHORIZING APPLICATION  
FOR NON-PROFIT CHARTER

WHEREAS, the Guntown Lions Club is engaged in various community cultural, recreational and charitable activities, and it will be to the best interest of the club to be incorporated in order to give permanence and continuity to the various programs undertaken.

NOW, THEREFORE, BE IT RESOLVED by the Guntown Lions Club that C. J. Roper, D. F. McFadden, and Terry Gurley, being the officers of said Guntown Lions Club, are hereby authorized to apply for and obtain the Charter of Incorporation for Guntown Lions Club, Inc., a non-profit corporation. Said individuals are further authorized to take all necessary action to incorporate the Guntown Lions Club, Inc.

RESOLVED by the Guntown Lions Club on the 1st day of May, 1978.

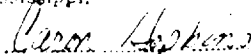
CERTIFICATE

I, Terry Gurley, the duly elected and acting Secretary of the Guntown Lions Club, do hereby certify that the foregoing is a true and correct copy of a Resolution duly adopted by the Guntown Lions Club as same appears in the minutes of the Club in my official custody.

WITNESS my signature, this, the 6th day of May, 1978.

  
TERRY GURLEY, SECRETARY

Subscribed and sworn in before me in my presence this 24 day of June 19 78  
a Notary Public in and for the County of  
Lee State of Mississippi.



My Commission Expires July 26 19 81



Furnished by Heber Ledner, 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

GUNTOWN LIONS CLUB, INC.

1. The corporate title of said company is: GUNTOWN LIONS 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
C. J. ROPER,	271 Hwy. 45 North,	GUNTOWN,	MISS. 38849
D. F. McFADDEN,	192 Kellum Lane	GUNTOWN,	MISS. 38849
TERRY GURLEY,	Route 1	GUNTOWN,	MISS. 38849

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

3. The domicile is at No Street # assigned, Guntown, Mississippi 38849  
(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 is a non-profit corporation; no shares of stock are to be issued, and the corporation is a civic improvement society.

5. Period of existence shall be perpetual.

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

This civic improvement society is incorporated for the purpose of promoting the general welfare of the citizens of the Town of Guntown, Mississippi, and the area surrounding said town. The corporation shall have those powers which are reasonably necessary to accomplish the promotion of said general welfare, and said powers shall include, but shall not be limited to, the power to: (1) raise funds or borrow funds; (2) purchase, sell or lease real estate; (3) undertake any project which will lend itself to the civic improvement of the Town of Guntown or its surrounding area. Such projects may include, but are not limited to, recreation facilities or programs; educational facilities or programs; library facilities; any type of charitable project or program, and any other cultural, educational, recreational or charitable program.

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: [Signature]  
C. J. Roper  
[Signature]  
D. F. McFadden  
[Signature]  
Terry Gurley  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
County of LEE

This day personally appeared before me, the undersigned authority  
C. J. ROPER, D. F. McFADDEN and TERRY GURLEY  
incorporators of the corporation known as the GUNTOWN LIONS CLUB, INC.  
who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as  
(his) (their) act and deed on this the 1st day of May, 1978  
My Commission Expires: My Commission Expires July 26, 1981 [Signature]  
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 14 day of June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the  
Attorney General for his opinion.  
[Signature]  
Secretary of State

Jackson, Miss., June 16, 1978

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.  
[Signature]  
Attorney General  
By [Signature]  
Special Assistant Attorney General

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

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CITY IMPROVEMENT 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 21st day of June A. D., 1978.

*Cliff Fuchs*

Governor

By the Governor

*Heber Palmer*

Secretary of State



CERTIFIED COPY OF RESOLUTION ADOPTED BY  
CITY IMPROVEMENT CLUB, INC.

AUTHORIZING AND DIRECTING INCORPORATION  
OF CONCERNED MINISTERS ALLIANCE, INC.

WHEREAS, CITY IMPROVEMENT CLUB, INC., is now a voluntary, non-profit, 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 discussion in a noticed 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 non-profit corporation under and by virtue of the laws of the State of Mississippi.

THEREFORE BE IT RESOLVED <sup>the members of</sup> by CITY IMPROVEMENT CLUB, INC. that:

(1) Clifton L. Jones, Aubrey Brent, Jr., and John Meeks are hereby authorized to proceed forthwith to take all actions and do all things necessary to incorporate CITY IMPROVEMENT CLUB, INC., a non-profit corporation under the laws of the State of Mississippi, and to act as the incorporators thereof.

(2) The corporate title of the corporation herein authorized shall be "CITY IMPROVEMENT CLUB, INC."

(3) The domicile of said corporation shall be at 325 Charles Street, Yazoo City, Mississippi 39194.

## C E R T I F I C A T E

I, WASH SANDERS, Secretary of CITY IMPROVEMENT CLUB, INC., do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by <sup>the members of</sup> CITY IMPROVEMENT CLUB, INC., in a meeting assembeled on the 15<sup>th</sup> day of January, 1978. om Yazoo City, Mississippi.

WITNESS MY SIGNATURE, this the 15<sup>th</sup> day of January, 1978.

Wash Sanders  
WASH SANDERS

## THE CHARTER OF INCORPORATION

OF

## CITY IMPROVEMENT CLUB, INC.

1. The corporate title of said corporation is CITY IMPROVEMENT CLUB, INC.
2. The names and addresses of the incorporators, all of whom are members of the organization and adult resident citizens of the State of Mississippi are:

Clifton L. Jones  
201 Third Street  
Yazoo City, MS 39194

Aubrey Brent, Jr.  
618 Calhoun Street  
Yazoo City, MS 39194

John Meeks  
16-C Shady Lane Apts.  
Yazoo City, MS 39194

3. The domicile of the corporation is 325 Charles Street, Yazoo City, Mississippi 39194.
4. This is a non-profit corporation and shares of stock shall not be issued. This corporation is created and shall operate and act as a charitable and civic improvement corporation.
5. The period of existence shall be perpetual.
6. The purposes for which it is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the association being incorporated are as follows:
  - (a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom or the principal thereof exclusively for charitable, educational or civic improvement purposes, directly or by contributions to organizations that qualify as exempt organizations under the Internal Revenue Code and its regulations.
  - (b) To provide advice and assistance to people in poverty with regard to the problems of poverty, possible solutions to poverty, and services for the poor.
  - (c) It is to act, participate and/or take an active part in the com-



munity affairs as it relates to citizens' welfare, and to serve as a merchant in the community.

- (d) All assets of the corporation shall be principally and directly dedicated exclusively to the above stated educational or civic improvement work. No part of any net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, 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.
- (e) Upon the dissolution of the corporation, the assets 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.
- (f) As a means of accomplishing the foregoing charitable educational or civic improvement purposes, the corporation shall have the following powers:
- (1) To adopt, amend, and alter bylaws of the corporation governing its internal affairs.
  - (2) To elect and appoint officers, agents, and employee, consistent with said bylaws and this Charter and not in violation of State Law.
  - (3) To accept, acquire, receive, take and hold requests, 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, or whatever kind, nature, or description and wherever situated.
  - (4) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both movable and immovable, 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 of in payment for property acquired of for any of the other

purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation, wherever situated, whether now owned or hereafter to be acquired.

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

(7) In general, and subject to such limitations, and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or reasonably necessary to the attainment of the purposes of the corporation, subject to the further limitations and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt

Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170 (c) (2) of such code and regulations as they 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 the corporate debts, but the entire corporate property shall be

liable for the claims of creditors.

*Clifton L. Jones*  
 CLIFTON L. JONES

*Aubrey Brent, Jr.*  
 AUBREY BRENT, JR.

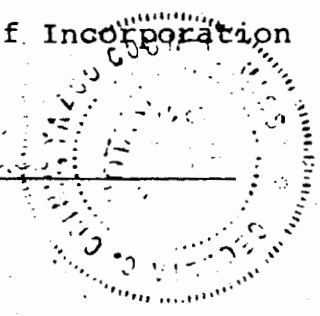
*John Meeks*  
 JOHN MEEKS

STATE OF MISSISSIPPI

COUNTY OF YAZOO

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Clifton L. Jones, Aubrey Brent, Jr. and John Meeks, incorporators of the Corporation known as CITY IMPROVEMENT CLUB, INC. who acknowledge that they signed and executed the above and foregoing Articles of Incorporation on this the 20<sup>th</sup> day of June, 1978.

*Richard E. ...*  
 NOTARY PUBLIC



MY COMMISSION EXPIRES:

*June 12, 1981*

21<sup>st</sup> day of June, A. D. 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

*John Palmer*  
 SECRETARY OF STATE

CERTIFICATE OF ATTORNEY GENERAL

Jackson, Mississippi  
June 21, 1978

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.

*A. F. Summer*  
 ATTORNEY GENERAL

By: *Richard M. Allen*  
*Special* ASSISTANT ATTORNEY GENERAL

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# State of Mississippi

EXECUTIVE



OFFICE

Jackson

*The within and foregoing Amendment to the  
Charter of Incorporation of* JACKSON COUNTY NON-PARTISAN VOTERS LEAGUE, INC.

CHANGING NAME TO:

THE MISSISSIPPI NON-PARTISAN VOTERS LEAGUE, INC.

*is hereby approved.*



*In Testimony Whereof, I have hereunto set  
my hand and caused the Great Seal  
of the State of Mississippi to be  
affixed, this the 22nd day of June A. D., 1978.*

*Calvin Fischer*

Governor.

Attest:

*Heber Ladner*  
Secretary of State.

CERTIFIED COPY OF RESOLUTION  
ADOPTED BY

AT A MEETING OF THE MEMBERS HELD ON  
November 22, 1977  
AUTHORIZING AND DIRECTING THE AMENDMENT OF  
THE CHARTER OF INCORPORATION OF  
JACKSON COUNTY NON-PARTISAN VOTERS LEAGUE, INC.

WHEREAS, JACKSON COUNTY NON-PARTISAN VOTERS LEAGUE, INC.

is a voluntary, non-profit incorporation chartered by the State  
of Mississippi, and

called and

WHEREAS, after thorough discussion in a duly/held meeting  
of the membership of this  
this corporation desires to amend its charter to change the name  
of the Corporation to: MISSISSIPPI NON-PARTISAN VOTERS LEAGUE, INC.

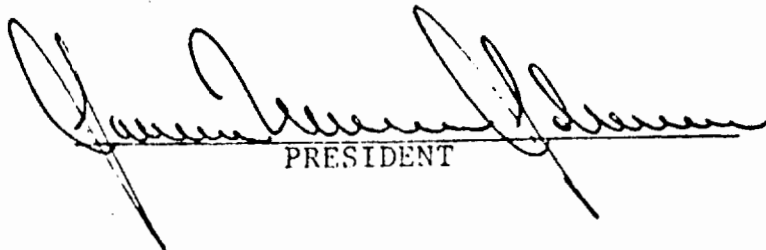
THEREFORE, BE IT RESOLVED <sup>the membership of</sup> by JACKSON COUNTY NON-PARTISAN  
VOTERS LEAGUE, INC. that its charter is amended as follows:

- a) To delete wherver it appears in the Articles of Incorporation, Corporate Charter and associated documents filed in this office of the Secretary of State the name, JACKSON COUNTY NON-PARTISAN VOTERS LEAGUE, INC.; and
- b) Substitute, in lieu of, wherever it should appear in the Articles of Incorporation, Corporate Charter, and associated documents filed in the office of the Secretary of State the name, MISSISSIPPI NON-PARTISAN VOTERS LEAGUE, INC.

CERTIFICATE

I, James M. Johnson, President of JACKSON COUNTY NON-PARTISAN VOTERS LEAGUE, INC. do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted <sup>the membership of</sup> by JACKSON COUNTY NON-PARTISAN VOTERS LEAGUE, INC. in a meeting assembled on the 22, day of November, 1977, in Moss Point, Mississippi.

WITNESS MY SIGNATURE, this 21 day of June, 1978.

  
PRESIDENT

AN ARTICLE TO AMEND THE  
ARTICLES OF INCORPORATION AND  
CORPORATE CHARTER OF THE

JACKSON COUNTY NON-PARTISAN  
VOTERS LEAGUE, INC.

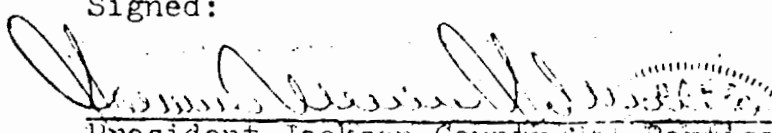
In a duly held meeting of the Jackson County Non-Partisan Voters League, Inc., called specially on November 22, 1977 by the Board of Directors and held in Moss Point, Mississippi, the members, sufficient in number to conduct the business of the Corporation, voted favorably to amend the Articles of Incorporation and Corporate Charter as follows:

- a) To delete wherever it appears in the Articles of Incorporation, Corporate Charter and associated documents filed in the office of the Secretary of State the name, JACKSON COUNTY NON-PARTISAN VOTERS LEAGUE, INC.; and
- b) Substitute, in lieu of, wherever it should appear in the Articles of Incorporation, Corporate Charter, and associated documents filed in the office of the Secretary of State the name,  
THE MISSISSIPPI NON-PARTISAN VOTERS LEAGUE, INC.

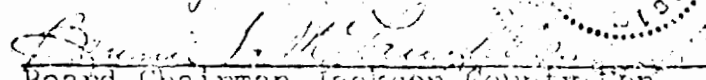
Therefore, it having been resolved by the members of the Jackson County Non-Partisan Voters League, the Articles of Incorporation and Corporate Charter shall hereinafter refer to this organization as the MISSISSIPPI NON-PARTISAN VOTERS LEAGUE, INC.

Dated: This the 20<sup>TH</sup> day of May, 1978.

Signed:

  
President-Jackson County Non-Partisan  
Voters League, Inc.

Elected May 1978 term to expire  
August 30, 1979

  
Board Chairman-Jackson County Non-  
Partisan Voters League, Inc.

Elected May 1978 term to expire  
May 30 1979

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority of law of and for the state and county last aforesaid, the above and within named JAMES M. JOHNSON, who acknowledged that he is President of MISSISSIPPI NON-PARTISAN VOTERS LEAGUE, INC.

(up to now: Jackson County Non-Partisan Voters League, Inc.)

and that as such he signed and delivered the above and foregoing amendment to charter of incorporation pursuant to authority in it and in him vested, and caused the seal of said corporation to be thereto affixed.

Witness my hand and official seal on this the 21st day of June, A. D., 1978.



*[Signature]*  
NOTARY PUBLIC

My commission expires:  
Sept 10, 1980



Received at the office of the Secretary of State, this the 21 day of June  
A. D., 19 78, together with the sum of \$ 10<sup>00</sup> deposited to cover the recording fee, and  
referred to the Attorney General for his opinion.

Heber Ladner  
SECRETARY OF STATE.

Jackson, Miss..

June 21, 1978

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.

A. A. Summer  
ATTORNEY GENERAL.  
By Richard M. Allen  
Special Assistant Attorney General.

BOOK 245 PAGE 450

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI RICE COUNCIL, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed

this 22nd day of June A. D., 1978.



*Calvin Finch*

Governor

By the Governor

*Weber Ladner*

Secretary of State

RESOLUTION OF The Mississippi Rice Council

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

Be it resolved by the members of The Mississippi Rice Council an unincorporated association of individuals, that it is the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the law of the State of Mississippi applicable thereto and that John B. Delahoussaye, Joe Rice Dockery, & C.P. Owen are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Mississippi Rice Council, Inc.; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary so to do.

CERTIFICATE

I, Joe Rice Dockery, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution duly adopted at a meeting thereof held on the 20th day of June, 1978, at Cleveland, 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 June, 1978.

Secretary Joe Rice Dockery

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 MISSISSIPPI RICE COUNCIL

1. The corporation title of said company is:

Mississippi Rice Council, Inc.

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

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

Name	Street & No.	City	State
John B. Delahoussaye	P.O. Box 580	Cleveland,	Mississippi 3873
Joe Rice Dockery	P.O. Box 430	Cleveland,	Mississippi 3873
C.P. Owen, Jr.	P.O. Box 98	Robinsonville,	Mississippi 3866

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

3. The domicile is at 311 North Chrisman Avenue, Cleveland, Mississippi 38732  
(Street and No.) (City) (State)

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

The Corporation shall be a non-profit, non-share agricultural society as authorized by the provisions of Sec. 79-11-1, Code of Mississippi of 1972 and amendments thereto.

5. Period of existence shall be perpetual.

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

To engage in any activity in connection with the promotion of sales and consumption of rice and rice by-products; to engage generally in the advertising of rice and rice by-products; to conduct educational campaigns regarding rice and its place among the more nutritional foods, its best uses and high food value; to engage in any and all legitimate schemes, manners and forms of advertising of rice and rice by-products that may be found to be most profitable and produce the best results; to engage in any other related activities that might enlarge the sale and consumption of rice and rice by-products; to engage in any activity in connection with the marketing or selling of rice, rice by-products or other agricultural products and their by-products and with the harvesting, processing, packing, storing, handling, shipping or utilization thereof; to purchase, or otherwise acquire, in any legal manner, own, sell, exchange, lease, assign, convey, pledge, mortgage or otherwise alienate and/or encumber any property, real or personal, corporeal or incorporeal; to borrow such money as may be needed in the conduction of the affairs of the corporation and to secure the payment of same by mortgage, pledge, assignment or other hypothecation of any or all of the property of the corporation; and generally to do any and all things necessary and incidental to the conduct of the affairs of the corporation and to engage in any activity incidental to the objects and purposes for which this corporation is formed, the same as if specifically mentioned herein, the said corporation to have the full corporate authority granted to nonprofit corporations by the "Nonprofit Corporation Law" 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: \_\_\_\_\_

*C.P. Owen, Jr.*

*Joe Rice Dockery*

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of BOLIVAR

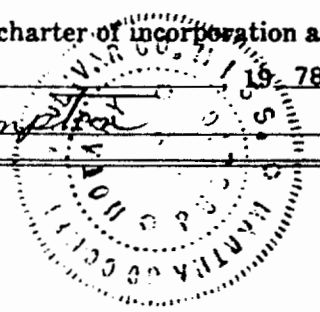
This day personally appeared before me, the undersigned authority \_\_\_\_\_

John B. Delahoussaye, C.P. Owen, Jr., Joe Rice Dockery

incorporators of the corporation known as the The Mississippi Rice Council

who acknowledged that (he) (they) signed and delivered the above and foregoing charter of incorporation as (his) (their) act and deeds on this the 20th day of June

*Martha J. Compton*



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 22nd day of June A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

*Heber Falmer*

Secretary of State

Jackson, Miss., June 22, 1978

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.

*A. J. Summer*  
Attorney General

By *George M. Swindell*  
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

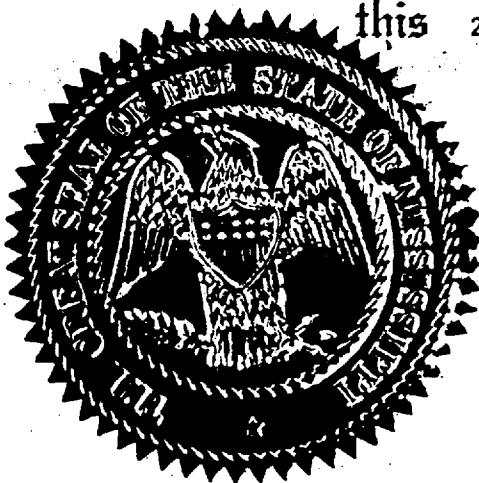
The within and foregoing Charter of Incorporation of

M.O.V.E. of Jones County, Inc.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed

this 21st day of June A. D., 1978.



*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State


RESOLUTION OF M.O.V.E. OF JONES COUNTY,  
AN UNINCORPORATED ASSOCIATION, AUTHORIZING  
THE INCORPORATION OF THE ASSOCIATION

"BE IT RESOLVED by the members of M.O.V.E. of Jones County, an unincorporated association, that it would be to the best interest of the association that it become incorporated as a non-profit corporation under the laws of the State of Mississippi, and that Cora Bunnell, Reverend Allen Johnson and Kenneth Bullock, three of the members of the association, are hereby designated, elected and appointed and authorized to make application to the Secretary of State of Mississippi for a charter of incorporation to be known as M.O.V.E. OF JONES COUNTY, INC., and that said persons do any and all things necessary and convenient to the organization and incorporation of a non-profit corporation, including the engaging of the services of an attorney and doing any and all other things necessary, convenient or desirable to the incorporation of M.O.V.E. of Jones County, Inc., as a non-profit corporation, and that said persons, as incorporators, are hereby empowered to do and perform all acts and make any and all expenditures of such funds of the association as may be necessary to accomplish the completion of said incorporation."

CERTIFICATE

I, Janet Culpepper, do hereby certify that I am the duly elected, qualified and acting secretary of M.O.V.E. of Jones County, an association, and that the foregoing Resolution is a true and correct copy of that certain resolution duly and properly adopted at a meeting of the majority of the membership of said association held on June 8, 1978, at which meeting said resolution was unanimously adopted as same now appears of record on the minutes of said M.O.V.E. of Jones County.

WITNESS my signature on this the 9<sup>th</sup> day of June, 1978.

  
\_\_\_\_\_  
Janet Culpepper, Secretary



Furnished by Heber Lodner, 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

### M.O.V.E. OF JONES COUNTY

1. The corporate title of said company is: M.O.V.E. of Jones County, 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
Cora Bunnell	Rt. 1,	Ovett, Mississippi	39464
Reverend Allen Johnson	517 Jefferson Street,	Laurel, Mississippi	39440
Kenneth E. Bullock	1113 Parker Drive	Laurel, Mississippi	39440

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

3. The domicile is at 220 North Fifth Avenue, Laurel, Mississippi 39440  
(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 is a non-profit, non-share corporation, and the type of organization is Charitable Association and/or Civic Improvement Society, as contemplated by Mississippi Code Annotated, Section 79-11-1 (1972), organized for the purpose of supplying volunteer assistance to Mississippi Department of Corrections clients and personnel, and their families, in developing skills and finding jobs and other needs, and assisting probationers and their families.

5. Period of existence shall be perpetual.

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

The purposes of the corporation are to supply volunteers and volunteer services and assistance to clients and personnel of the Mississippi Department of Corrections, or persons on probation, and their respective families, and, in connection therewith, to engage in activities as may be necessary or desirable in identifying client and personnel needs in the various correctional institutions and in the community, recruiting, training and assigning volunteers to meet these needs, to assist in developing skills and jobs for said clients, personnel and families, to furnish professional services in the areas of educational tutoring, legal and psychological counseling, and participating in such other means, methods or activities as may assist said clients, personnel or families in reaching successful adjustment as citizens of the community; to cooperate with the Mississippi Department of Corrections in providing volunteers in meeting the foregoing objectives or such other programs or services as may be adopted by the Department for the purpose of assisting corrections personnel or their families from time to time. Further, to apply for and utilize all Federal, State, County or municipal monetary, personnel and program assistance as may be available or applicable to the objectives and purposes as herein enumerated, including the employment and use of property or personnel, and the leasing or purchase of such property, real or personal, and in the obtaining of such licenses or permits as may be necessary in the furtherance of these goals and 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 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: Cora Bunnell  
 CORA BUNNELL

Rev Allen Johnson  
 REVEREND ALLEN JOHNSON

Kenneth E. Bullock  
 KENNETH E. BULLOCK

Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
 County of JONES

This day personally appeared before me, the undersigned authority \_\_\_\_\_

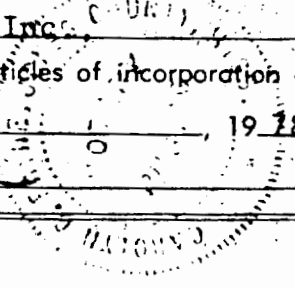
Cora Bunnell Reverend Allen Johnson and Kenneth E. Bullock

Cora Bunnell Rev Allen Johnson Kenneth E. Bullock  
 incorporators of the corporation known as the M.O.V.E. of Jones County, 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 14<sup>th</sup> day of June, 1978

My Commission expires:  
Aug. 25, 1981

Carolyn C. Bayne  
 \_\_\_\_\_



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 16 day of June  
 A.D., 1978, 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 June, 1978

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.

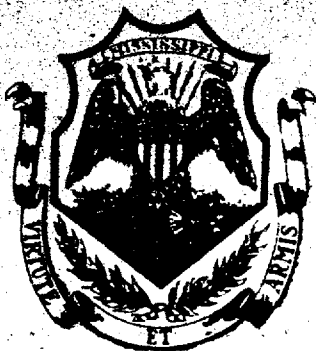
H. Sumner  
 Attorney General

By John M. Weston  
 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

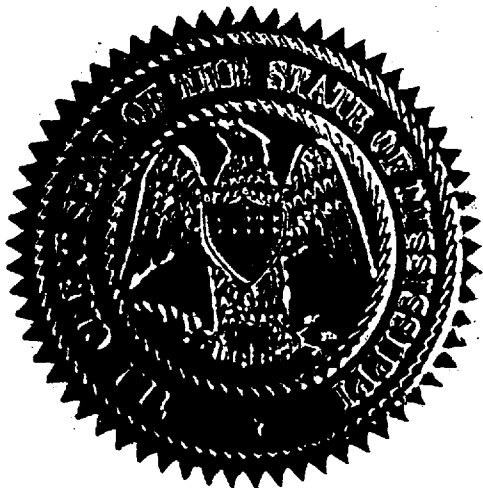
JACKSON

The within and foregoing Charter of Incorporation of

THAGARD SABBOTH DAY PENTECOSTAL CHURCH OF GOD

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 21st day of June A. D., 1978.



*Calvin Tuck*

Governor

By the Governor

*Heber Ladner*  
Secretary of State



State of Mississippi

DEPARTMENT OF JUSTICE

Office of the Attorney General

JACKSON, MISSISSIPPI 39205

A. F. SUMNER  
ATTORNEY GENERAL

June 16, 1978

RICHARD M. ALLEN  
SPECIAL ASSISTANT ATTORNEY GENERAL

Mr. Herman Glazier  
Executive Assistant  
to the Governor  
New Capitol  
Jackson, Mississippi 39205

Re: Application for domestication  
of Thagard Sabbath Day  
Pentecostal Church of God

Dear Mr. Glazier:

In accordance with your request of June 12, 1978, regarding the above captioned foregoing corporation, I have examined the documents enclosed herewith and find nothing in said charter of articles of incorporation or association that is violative of the Constitution or Laws of this State.

It is understood, of course, that upon domestication of said corporation, it shall, regardless of any provisions of its charter or the laws of the State of its creation, become subject to all the relevant laws of the State of Mississippi and particularly, the last sentence of Section 79-1-23, Mississippi Code of 1972.

With kind regards, I am

Very truly yours,

*Richard M. Allen*

Richard M. Allen  
Special Assistant Attorney General

RMA/ped  
Enclosure

STANTON SCHUMAN  
 ROBERT T. DRAKE  
 EDWARD G. LEVINSON  
 NATHANIEL I. GREY  
 GEORGE C. PONTIKES  
 EDWARD J. COPELAND  
 DONALD J. RYAN  
 STEPHEN B. COHEN  
 WILLIAM J. STEVENS  
 BARRY H. KAHAN  
 SHELDON GARDNER  
 ROBERT P. COLE  
 RICHARD B. RUMMAN  
 MICHAEL E. SHAW  
 IRVING H. EVER  
 WALTER J. STANCK  
 JOSEPH SCHUMAN

**FOSS, SCHUMAN & DRAKE**

ATTORNEYS AT LAW

11 SOUTH LA SALLE STREET  
 CHICAGO, ILLINOIS 60603

ARTHUR R. FOSS  
 CECIL B. COHEN (INDIANA)  
 OF COUNSEL

June 6, 1978

TELEPHONE (312) 782-2610

Governor Cliff Finch  
 Sillers Building  
 Jackson, Mississippi 39201

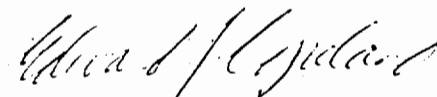
Re: Thagard Sabbath Day Pentecostal Church of God

Dear Governor Finch:

Enclosed please find certified copy of Articles of Incorporation, certified copy of Resolution Designating Mississippi Agent and check for \$25.00 from the Thagard Sabbath Day Pentecostal Church of God. Also, I have enclosed copy of letter dated June 1, 1978 from the Secretary of State, State of Mississippi, requesting that the enclosed documents be sent directly to you.

Please have this corporation domesticated in Mississippi pursuant to Section 79-1-19, Mississippi Code of 1972. Please communicate directly with me at the address shown on my letterhead with respect to all matters referred to in this letter.

Very truly yours,



Edward J. Copeland

EJC:nb  
 Enclosures  
 cc: Mrs. Maudie Thagard



CORPORATION DIVISION  
W. A. THORNTON, DEPUTY  
RAY BAILEY, DEPUTY

TELEPHONE 354-6541

STATE OF MISSISSIPPI  
**Secretary of State**

HEBER LADNER  
POST OFFICE BOX 136  
JACKSON, MISSISSIPPI 39205

June 1, 1978

SECURITIES DIVISION  
BEN HAWKINS, DEPUTY  
TELEPHONE 354-6546

COMMERCIAL CODE DIVISION  
BOARDS AND COMMISSIONS  
W. W. REAGAN, DEPUTY  
TELEPHONE 354-6545

Hon. Edward J. Copeland  
Attorney at Law  
c/o Foss, Schuman & Drake  
11 South La Salle Street  
Chicago, Illinois 60603

RE: The Sabbath Day Pentecostal Church - Articles of Incorporation  
and Resolution Designating Mississippi Agent

Dear Mr. Copeland:

As you can see from the attached correspondence, we have returned all corporate documents one time to Mrs. Thagard with instructions for corrections and that all documents must be submitted directly to the Governor of Mississippi.

We ask that you submit all the attached documents, which are now in order, directly to Governor Cliff Finch, Sillers Building, Jackson, Mississippi 39201, with a letter requesting that this corporation be domesticated in Mississippi, pursuant to Section 79-1-19, Mississippi Code of 1972.

Sincerely yours,

*Heber Ladner*  
Heber Ladner  
Secretary of State

WAT/ar

Enclosures



CERTIFIED COPY OF  
RESOLUTION DESIGNATING MISSISSIPPI AGENT

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of The Thagard

Sabbath Day Pentecostal Church Of God

properly convened and held on the 27th day of April, 1978,

the following resolution was duly adopted:

"RESOLVED, that Maudie Thagard c/o  
Thagard Sabbath Day Pentecostal Church Of God

3935 Slayton Avenue Jackson

(Post Office Address showing street and number) of

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

Jackson, Mississippi

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

Maudie Thagard

this the 25 day of May A. D., 1978

Betty Jean Thagard

Secretary.



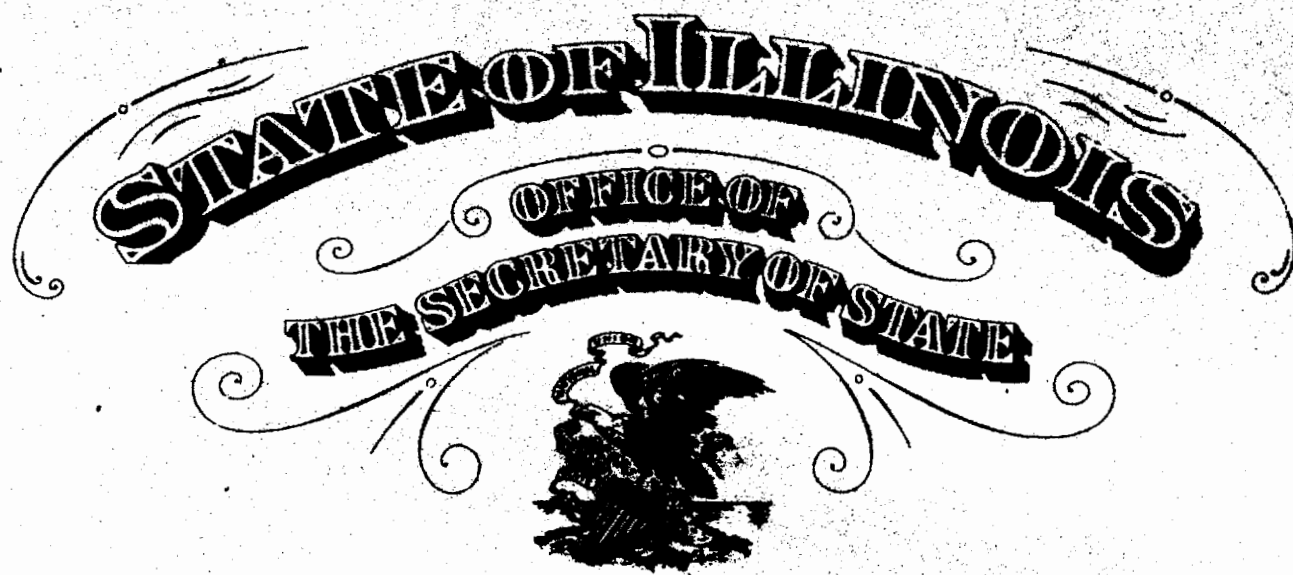
ACCEPTANCE BY AGENT

The undersigned hereby accepts the above designation and appointment as resident agent for service of process.

Jackson, Mississippi

Date at \_\_\_\_\_, Miss., this the 25 day of May, 1978

Maudie Thagard



**To all to whom these Presents Shall Come, Greeting:**

Alan J. Dixon

*I, [REDACTED], Secretary of State of the State of Illinois,*  
*do hereby certify that the following and hereto attached is a true*  
*photostatic copy of* the Articles of Incorporation including  
 last Certificate of Change of Registered Agent and Registered  
 Office of THAGARD SABBOTH DAY PENTECOSTAL CHURCH OF GOD\*\*\*\*\*  
 REGISTERED AGENT % LOIUSE THAGGARD

PRES. MAUDIE THAGARD, 1448 GREENWOOD, EAST CHICAGO HGTS. ILL. 60411

SEC. RUBY LEE SHELTON, 970 EAST 17th STREET CHICAGO HGTS. ILL.

TREA. ETHEL SINCLAIR, 15214 MARSHFIELD, HARVEY, ILL. 60426

DIR, GURLINE FRANKLIN, 1419 GREENWOOD, EAST CHICAGO HGTS. ILL.

DIR. BERNICE SHELTON 1641 BERKELY, EAST CHICAGO HGTS. ILL. 60411

DIR. HATTIE COLEMAN, 1419 GREENWOOD, EAST CHICAGO HGTS. ILL.

*the original of which is now on file and a matter of record in this office.*

**In Testimony Whereof,** *I hereto set my hand and cause to*  
*be affixed the Great Seal of the State of Illinois*

*Done at the City of Springfield this* 23rd  
*day of* May *AD 19* 78

*Alan J. Dixon*

SECRETARY OF STATE



Certificate Number 14565

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and verified, of

THAGARD SABBOTH DAY PENTECOSTAL CHURCH OF GOD.

have been filed in the Office of the Secretary of State, on the 6th day of September A. D. 1960, as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation and attach thereto a copy of the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, Thereto set my hand and cause to be affixed the Great Seal of the State of Illinois

Done at the City of Springfield this 6th day of September AD 1960 and of the Independence of the United States the one hundred and 85th.

(SEAL)

Charles F. Carpentier  
SECRETARY OF STATE

BOOK 245 PAGE 468

ARTICLES OF INCORPORATION UNDER THE GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid 9-6-60 Filing Fee 10.00 Clerk

To CHARLES F. CARPENTIER, Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

2392 25

Table with columns: Name, Number, Street, City, State. Rows include J.T. Thagard, Mary Anderson, L.C. Biffle with their respective addresses in Chicago, Ill.

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: Thagard Sabbath Day Pentecostal Church of God.
2. The period of duration of the corporation is: Perpetual
3. The address of its initial Registered Office in the State of Illinois is: 6310 S. Rhodes Ave, Chicago, Cook County, Ill.
4. The first Board of Directors shall be 3 in number, their names and addresses being as follows:

Table with columns: Name, Street, City, State. Rows include J.T. Thagard, Mary Anderson, L.C. Biffle with their respective addresses in Chicago, Ill.

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

For General Church Work

PAID SEP-6 1960 Charles F. Carpentier Secretary of State

(OVER)

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

J. J. Thagard  
Mary Anderson  
L. C. Biffle

Incorporators

ACKNOWLEDGMENT

STATE OF ILLINOIS,  
County of Cook

Emmett L. Kennedy

Emmett L. Kennedy, a Notary Public do hereby certify that on the  
3rd day of September, 19 60, J. T. Thagard,  
Mary Anderson, L. C. Biffle.  
(Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

PLACE  
(NOTARIAL SEAL)  
HERE

Emmett L. Kennedy  
Notary Public

4022 347571  
FORM NP-1  
ARTICLES OF INCORPORATION  
under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT  
of

These Articles Must Be Executed and Filed  
Duplicate)  
Filing Fee \$10.00

(87881-204-12-58)

ONE COPY ONLY TO BE FILED

FILING FEE—\$1.00

Please read instructions on back before attempting to execute.

Date \_\_\_\_\_

Filing Fee \$ \_\_\_\_\_

Clerk \_\_\_\_\_

4027-  
571-11

121

3056-44

BOOK 245 PAGE 470

Filed  
4-29-77

CERTIFICATE OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE BY  
A FOREIGN OR DOMESTIC CORPORATION  
under the  
GENERAL NOT FOR PROFIT CORPORATION ACT

TO Michael J. Howlett, Secretary of State, Springfield, Illinois:

The undersigned corporation, organized and existing under the laws of the State of Illinois for the purpose of changing its registered agent and its registered office, or both, in Illinois, as provided by the "General Not For Profit Corporation Act," of Illinois, represents that:

- The name of the corporation is Thagard Sabbathday Pentecostal Church Of God.
- The address, including street and number, if any, of its present registered office (before change) is: \_\_\_\_\_  
1448 Greenwood, East Chicago Heights, Illinois
- Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to 1448 Greenwood, East Chicago Heights, Illinois (60411) (Zip Code)
- The name of its present registered agent (before change) is J. T. Thaggard
- The name of the new registered agent is Edna Louise Thagard
- The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
- Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its Church

President and its Church Secretary, this Eight day of March 19 77

Thagard Sabbathday Pentecostal Church Of God

(Exact Corporate Title)

By Mandi M. M... [Signature]

(Its Church President)

Luby Shelton

(Its Church Secretary)

**PAID**

(Note: This "change" must be signed by both officers, but may be verified by either.)

STATE OF Ill.  
COUNTY OF Carb } ss.

MAY 8 1977

I, Luby Shelton, a Notary Public, do ALAN J. DIXON certify that  
Secretary of State

on the 8 day of March, A. D. 19 77, personally appeared before me,  
Edna Louise Thagard, and being first duly sworn by me, acknowledges that she  
signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place  
(Notarial Seal)  
Here

Luby Shelton  
Notary Public



FORM NP-11

Box 4022 File 571-4

**CHANGE OF REGISTERED AGENT AND  
REGISTERED OFFICE**

of

Edna Louise Thagard

Thagard Sabbathday Pentecostal Church

Of God

under the

**GENERAL NOT FOR PROFIT CORPORATION  
ACT**

**NOTICE**

One copy only of this certificate need be filed. The corporation cannot act as its own registered agent.

The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the agent must be the same.

Any subsequent change in the registered office or agent must be reported immediately to the Secretary of State on blanks furnished for that purpose.

*Filed  
4-7-77*

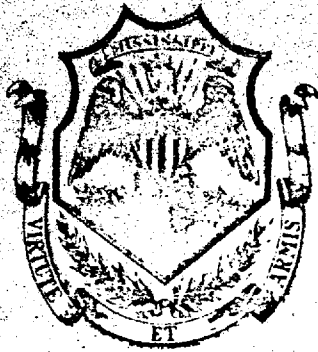
Filing Fee, \$1.00

BOOK 245 PAGE 471

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THE NATIONAL COUNCIL OF NEGRO WOMEN, WREN SECTION, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this the 23rd day of June A. D., 1978.



*Calvin R. Overton*

Governor

By the Governor

*Heber L. Adams*  
Secretary of State

CERTIFIED COPY OF RESOLUTION

The undersigned duly elected and authorized Acting Secretary of a membership meeting of The National Council of Negro Women, Wren Section, hereby certifies that the following resolution was unanimously adopted at a meeting held on the 20th day of June, 1978:

WHEREAS, a proposed Charter of Incorporation under the laws of the State of Mississippi of The National Council of Negro Women, Wren Section, has been presented to and approved by this meeting; and,

WHEREAS, all present desire to become incorporated as The National Council of Negro Women, Wren Section, under the terms and provisions of the proposed Charter of Incorporation.

NOW, THEREFORE, BE IT RESOLVED that Martha Jones, Mitchell Smith, Jr., Myrna Chapman and Eldora Raspberry, all of whom are adult resident citizens of the State of Mississippi, should be and they are hereby designated incorporators of The National Council of Negro Women, Wren Section, Inc., and they are hereby authorized and directed to do all things necessary and desirable to obtain said Charter of Incorporation.

WITNESS MY SIGNATURE, on this 20th day of June, 1978.

  
\_\_\_\_\_  
ELDORA RASPBERRY,  
Acting Secretary

ARTICLES OF INCORPORATION  
OF  
THE NATIONAL COUNCIL OF NEGRO WOMEN, WREN SECTION, INC.

I.

The corporate title of said company is The National Council of Negro Women, Wren Section, Inc.

II.

The names and post office addresses of the incorporators are:

Martha Jones	Route 2, Box 279 Nettleton, Mississippi
Mitchell Smith, Jr.	Route 2, Box 222 Nettleton, Mississippi
Myrna Chapman	Route 2, Box 207 Nettleton, Mississippi
Eldora Raspberry	Route 2, Box 207 Nettleton, Mississippi

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

III.

The domicile is at P. O. Box 355, Okolona, Mississippi.

IV.

The corporation is nonprofit, no shares of stock are to be issued, and it is organized for civic improvement purposes.

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 coordinate services and promote program development for children and their families; to plan, coordinate and implement child development services of all kinds such as, by way of

illustration, day care facilities, parent education programs, family planning, prenatal care, mental health, medical, nutritional educational and social services for children and their families; to benefit the communities and areas in which the corporation will operate as measured by programs and services for the benefit and development of children and their families.

(2) The rights and powers to be exercised by the corporation shall be the following, insofar as they are reasonably necessary to accomplish the stated purposes of the corporation: In the event of dissolution, winding up, or other liquidation of the assets of this corporation, all of its assets of every kind shall be distributed to an appropriate agency or department of the United States of America; to adopt bylaws, to sue and be sued, prosecute and be prosecuted to judgment and satisfaction; to have a corporate seal, to enter into, make and perform contracts of every kind and description; to own, purchase and receive as a gift or grant any sum of money and any real or personal property; to sell, convey, exchange and lease from or to others any real or personal property,

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

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

(5) To do all things which are reasonably necessary or desirable to accomplish the purposes for which the corporation is organized.

(6) To achieve equality of opportunity and eliminate prejudice and discrimination based upon race, creed, color, sex

or national origin.

(7) To reduce neighborhood tensions and build bridges of understanding and cooperation among people of different races, creeds, color, national origin and background;

(8) To strengthen family life; to relieve human suffering among the aged and poverty stricken;

(9) To foster basic adult education and the continued education of children and youth;

(10) To sponsor a developmental program for young children, Wren Child Development Center.

(11) To educate the public generally to a sense of better citizenship;

(12) To develop and sponsor educational and charitable projects to meet specific community needs;

(13) To provide cultural enrichment for youth and adults;

(14) To promote the development of adequate wholesome recreation and health services;

(15) To promote the study and dissemination of Negro history;

(16) To improve and conserve natural resources; to eradicate blight and deterioration in housing and in neighborhoods; to combat juvenile delinquency;

(17) To formulate, sponsor and conduct educational programs promoting the personal development and leadership qualities of women and girls, in order to enable them more effectively to fulfill their roles in home and family, church, community and national life.

(18) In the event of dissolution, winding up, or other liquidation of the assets of Wren Child Development Center, all of its assets of every kind shall be distributed to an appropriate agency or department of the United States of America.

(19) To do all things which are reasonably necessary or desirable to accomplish the purposes set forth.

## 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 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. Expulsion shall be the only remedy for non-payment of dues.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Revenue Law.

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

*Martha Jones*

MARTHA JONES

*Mitchell Smith Jr.*

MITCHELL SMITH, JR.

*Myrna Chapman*

MYRNA CHAPMAN

*Eldora Raspberry*

ELDORA RASPBERRY

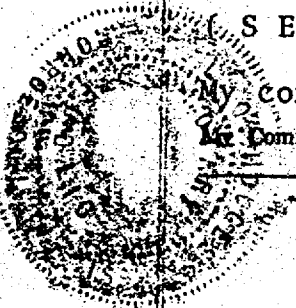
STATE OF MISSISSIPPI

COUNTY OF MONROE

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Martha Jones, Mitchell Smith, Jr., Myrna Chapman and Eldora Raspberry, incorporators of the corporation known as The National Council of Negro Women, Wren Section, Inc., who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as and for their act and deed on the date therein mentioned.

WITNESS my hand and seal of office, this, the 22nd day of June, 1978.

F. R. Adger  
NOTARY PUBLIC



( S E A L )

My commission expires:  
My Commission Expires July 10, 1978

Received at the office of the Secretary of State, this the 22<sup>nd</sup> day of June

A. D., 1971, together with the sum of \$ 2000 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Palmer  
SECRETARY OF STATE.

Jackson, Miss..

June 23, 1978

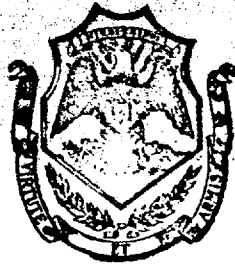
I have examined this application for Charter of Incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Sumner  
ATTORNEY GENERAL.

By Richard M. Allen  
Special Assistant Attorney General.



# State of Mississippi

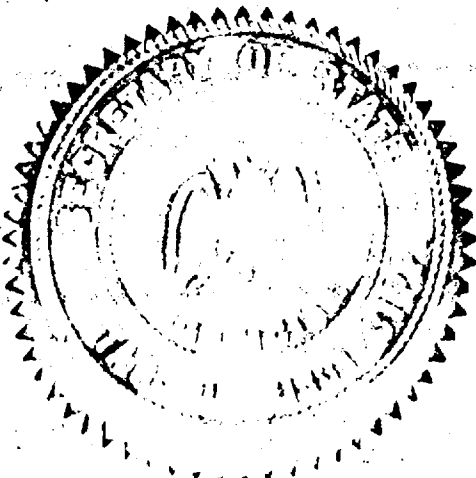


Office of Secretary of State  
Jackson

I, **HEBER LADNER**, Secretary of State of the State of Mississippi, do hereby certify  
that the ARTICLES OF ASSOCIATION OF:

LIFE INSURANCE COMPANY OF MISSISSIPPI

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 27th day of June, 1978, and  
one copy thereof recorded in this office in Record of Incorporations Photostat Book  
No. 245, at pages 481-505, and the other copy thereof returned to said  
association.



Given under my hand and Seal of office  
hereunto affixed this 27th day of  
June, 1978

*Heber Ladner*  
Secretary of State.

ARTICLES OF ASSOCIATION  
OF

LIFE INSURANCE COMPANY OF MISSISSIPPI

We, the undersigned, having associated ourselves together for the purpose of forming a corporation under and by virtue of Chapter 19, Title 83, Mississippi Code of 1972, hereby adopt the following Articles of Association:

ARTICLE I

The name of the Corporation shall be LIFE INSURANCE COMPANY OF MISSISSIPPI.

ARTICLE II

The period of its duration shall be ninety-nine (99) years.

ARTICLE III

The purposes for which the Corporation shall be organized are as follows:

To engage as a domestic stock insurance company in the life and disability insurance business, insuring risks directly or as a reinsurer, or both. To enter into and perform life and accident and health insurance contracts of all kinds, individual and group; to reinsure or accept reinsurance of all or any part of any risk; to make investments of any kind as permitted by Title 83, Chapter 19, Mississippi Code of 1972; to purchase or otherwise acquire stock and securities of other corporations and to dispose of the same; to buy, lease and otherwise acquire real estate, personalty, appliances and equipment and to operate or use the same on a commission, lease or other basis, and to sell, encumber and otherwise deal in and dispose thereof; to enter into and perform contracts of every kind; to borrow or otherwise raise money for any corporate purpose and to give corporate evidence of indebtedness therefor and to encumber corporate property for

the repayment thereof; to lend any of its surplus funds with or without security; to purchase, acquire, hold and sell its own stock and to exchange the same for stock in other corporations; to engage in reorganizations and mergers; and without limiting the generality of the foregoing powers and purposes, to do every other thing or act necessary or expedient in carrying on the business of the Corporation which may be permitted by law.

#### ARTICLE IV

The authorized amount of capital stock of the Corporation shall be Two Million Six Hundred Thousand Dollars (\$2,600,000.00) divided into 101 classes of shares as follows:

A. One Hundred (100) shares of the par value of Twenty-Five Thousand Dollars (\$25,000.00) per share, designated as Voting Common Stock.

B. One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) per share, designated as Participating Common Stock, which shall be divided into One Hundred (100) classes designated by number beginning with One (1) and ending with One Hundred (100), respectively, and the authorized amount of each such class shall be ten (10) shares.

#### ARTICLE V

No insurance policies shall be issued until full consideration in cash for the issuance of at least ten shares of Voting Common Stock and at least one share of each of 10 classes of Participating Common Stock has been received.

#### ARTICLE VI

Shares of stock of any class shall be issued and paid for at such time or times as the Board of Directors from time to time shall determine, upon the conditions and for the considerations in cash as the Board of Directors shall fix, but no share of such stock shall be issued until fully paid for in cash, and at an issue price of not less than its

par value. The excess, if any, over par value received upon the issuance of any share of stock shall be allocated to capital surplus attributable to the class of stock issued. Subject to restrictions which may appear elsewhere in these Articles of Association, shares of stock or additional shares of stock of any class may be issued without the necessity of issuing shares of any other class of stock.

#### ARTICLE VII

The designations, preferences, privileges and rights and the restrictions and qualifications on the various classes of Common Stock of the Corporation shall be as follows:

A. When issued, shares of stock of all classes shall be fully paid and nonassessable. In the event that the Corporation's capital should become impaired under Section 83-19-57, Mississippi Code of 1972, as it may from time to time be amended or any similar statutory provision hereinafter enacted, the Corporation shall reduce its capital as provided for in said section rather than assessing shareholders.

B. Each outstanding share of Voting Common Stock shall be entitled to one vote upon any matter submitted to a vote at a meeting of the shareholders, except that in the election of the Directors the system of cumulative voting in the manner as shall be set forth in the By-Laws shall be used. Shares of Participating Common Stock shall have no voting rights except as provided in Article Thirteen of these Articles of Association and as may be provided in the By-Laws.

C. Holders of shares of Voting Common Stock of the Corporation shall have no preemptive, preferential or other right to purchase, subscribe for, or take any shares of like class of stock of the Corporation, whether now or hereafter authorized, or to purchase, subscribe for or take any other securities or obligations of the Corporation convertible into or carrying an option or right to purchase Voting Common Stock of the Corporation.

D. Holders of shares of a class of Participating Common Stock of the Corporation shall have all preemptive, preferential or other rights to purchase, subscribe for, or take any shares of such class of stock of the Corporation, whether now or hereafter authorized; or to purchase, subscribe for, or take any other securities or obligations of the Corporation convertible into or carrying an option or right to purchase shares of such class of Participating Common Stock of this Corporation.

E. The different classes of Common Stock shall participate in the earnings or losses of the Corporation as follows:

1. Annually, as of the last day of each fiscal year and at any other time it deems necessary, the Board of Directors shall cause a computation to be made to determine the Corporation's net pre-tax profit or net loss resulting from all corporate activities and from credit life and credit accident and health underwriting activities, and the total federal and state income taxes paid by the Corporation on all corporate activities for the corresponding fiscal year. The net pre-tax profit or loss from credit life and credit accident and health underwriting activities, less all federal and state income taxes not exceeding 48% of the net pre-tax profit or loss resulting from all corporate activities, shall be referred to as "Participating Income". The net pre-tax profit or loss resulting from all corporate activities, less Participating Income, and also less all federal and state income taxes on all corporate activities for the corresponding year shall be referred to as "Other Income".

2. The Board of Directors shall at such time also cause a computation to be made, in accordance with the By-Laws of the Corporation, of the gross underwriting profit (or loss) for the year (or other period involved) from the credit life and credit accident and health

insurance business attributable, in accordance with the By-Laws, to each class of Participating Common Stock.

3. One Hundred per cent (100%) of the Participating Income shall thereupon be allocated among the capital accounts of each of the various classes of Participating Common Stock based upon the relationship which the gross underwriting profit or loss from the credit life and credit accident and health business attributable to each class of Participating Common Stock bears to the aggregate gross underwriting profit or loss from the credit life and credit accident and health business attributable to all classes of Participating Common Stock.

4. Other Income shall be allocated to the capital account of Voting Common Stock.

5. Such foregoing computations, determinations and allocations shall be made in accordance with the By-Laws and in accordance with recognized and accepted principles of insurance accounting applicable to the business conducted.

F. Dividends on the shares of any class of Participating Common Stock, payable in cash or shares, including fractional shares, of such class of Participating Common Stock, shall be payable when and as declared by the Board of Directors. Such dividends, payable in cash, shall be declared and payable only out of the earned surplus attributable to such class. Such dividends, payable in shares, may be declared and payable out of any capital surplus or earned surplus attributable to such class.

G. Dividends on the shares of Voting Common Stock, payable in cash or shares, including fractional shares, of Voting Common Stock, shall be payable when and as declared by the Board of Directors. Such dividends, payable in cash, shall be declared and payable only out of the earned surplus attributable to Voting Common Stock. Such dividends, payable

in shares, may be declared and payable out of any capital surplus or earned surplus attributable to such stock.

H. The capital account of the Voting Common Stock and of each class of Participating Common Stock, shall be maintained to reflect:

- (1) the stated capital of such stock;
- (2) the capital surplus attributable to such stock;
- (3) the earned surplus (or deficit) attributable to such stock; and

I. Upon liquidation, the assets of the Corporation shall be distributed to the shareholders as follows: The capital account of each class of stock shall be adjusted to reflect the adjusted book value, determined in accordance with the applicable provisions of the By-Laws, of the shares of such class. The funds or property available for distribution to shareholders shall be allocated to each of the several classes of stock so that the percentage of the total funds available for distribution to shareholders which is allocated to any particular class of stock equals the ratio of the capital account of such class to the capital account of all such classes. The funds so allocated to each class of stock shall be distributed to the holders of shares of such class, prorata on the basis of the number of shares of such class owned by each such shareholder.

#### ARTICLE VIII

Shares of Participating Common Stock may be redeemed as follows:

A. At the discretion of the Board of Directors, provided 75% or more of the entire Board approves, all, but not less than all, of the outstanding shares of a class of Participating Common Stock may be called for redemption by the adoption of a resolution of the Board of Directors pursuant to the provisions of this Article and the By-Laws.

B. In the event that 100% of the business attributable to a class of Participating Common stock, as provided in the By-Laws, shall, for any reason, cease to be written in the Corporation, either directly or by reinsurance, then it shall be mandatory upon the Board of Directors to call all of the shares of such class of Participating Common Stock for redemption pursuant to this Article.

C. The redemption price of the shares of the class called for redemption pursuant to sections A and B of this Article shall be 100% of their adjusted book value. Adjusted book value shall be determined pursuant to the By-Laws as of the computation date fixed hereunder.

D. A call for redemption made pursuant to section A of this Article under circumstances not making it mandatory upon the Board to call the class for redemption shall be made not earlier than three (3) months prior to and not later than three (3) months after the close of a fiscal year and the computation date shall be the close of such fiscal year. Upon such call the redemption date shall be deemed to be either the end of such fiscal year or the date of the calling resolution, whichever is later. The redemption price shall be tendered in cash without interest within seven months after the computation date herein determined, for payment upon the surrender of the certificates of the called shares.

E. A call for redemption made pursuant to section B of this Article shall be made by the Board as soon as is feasible after the circumstances mandating the call occur. If the date of the calling resolution falls within the first three (3) months of a fiscal year, such date shall be deemed to be the redemption date, and the computation date shall be the close of the preceding fiscal year. If the date of the calling resolution falls after the first three months of the



fiscal year, then the redemption date and the computation date shall be deemed to be the close of the fiscal year. In either event, tender of the redemption price, without interest, shall be due within seven months after the computation date, upon surrender of the certificate(s) of the called shares.

F. Upon the redemption date the shares of the class called for redemption pursuant to this Article shall be deemed to be redeemed and cancelled and as of such date the holder thereof shall cease to have any rights as a shareholder and shall have only the right to receive payment as herein provided upon surrender of the certificates for the called shares.

G. Should the Board, by resolution, adopt a policy of regularly closing the books and entering credits and charges to capital accounts semi-annually, then during the period such policy is in effect:

- a. For the purposes of Section D of this Article, the date of such closing of the books shall be deemed to be the end of a fiscal year; and
- b. For the purposes of Section E of this Article, if the date of the calling resolution falls in the first or third quarters of the fiscal year, the calling date shall be the redemption date and the computation date shall be the preceding date of closing the books; and if the date of the calling resolution falls in the second or fourth quarters of the year the computation date and the redemption date shall be deemed to be the succeeding date of closing the books.

H. Upon the death or retirement from active participation in business of a holder of shares of one or more classes of Participating Common Stock (such retirement to be evidenced

by a letter from such shareholder addressed to the Board of Directors confirming such fact), and upon the written request of the holder or holders of all other shares of Participating Common Stock of the same class as that of the deceased or retiring shareholder, the Board of Directors shall call for redemption pursuant to section A hereof, the shares of Participating Common Stock of the class owned by said deceased or retiring shareholder with the capital account of such class of Participating Common Stock being debited with the amount paid by the Corporation for such redemption.

I. The Board of Directors of the Corporation may, by Resolution duly adopted, establish a plan whereby, in the event that all shares of a class of Participating Common Stock are to be, or are, redeemed pursuant to this Article, any shareholder whose shares are to be, or are, so redeemed may elect to have such redemption, or the computation date thereof, delayed until all liabilities arising out of business attributable to such class of Participating Common Stock have expired. Such Resolution shall set forth the terms and conditions of such election, the rights of such shareholder during the period of delay, the terms, time and manner of payment for such shares, and may condition the effectiveness of such election upon the specific concurrence of the Board of Directors.

#### ARTICLE IX

The transfer of Shares of Common Stock shall be restricted as follows:

A. Shares of Common Stock (whether in the hands of the original or any subsequent holder thereof) shall not be sold, transferred or assigned (including transfers by gift, but excluding involuntary transfers arising by operation of law), except to another holder of shares of the same class

of Common Stock, nor be pledged or otherwise encumbered or hypothecated or made subject to any lien, charge or encumbrance, except as hereinafter provided. All Common Stock certificates shall have on their face a legend reciting the fact that there are certain restrictions upon the transferability of the shares of stock reflected by that certificate and that a copy of such restrictions can be obtained by contacting the principal office of the Corporation.

B. Any holder of Common Stock desiring to sell, transfer, or assign such shares shall make a written offer to sell, addressed to the Secretary for the attention of the Board of Directors, accompanied by the certificates properly endorsed for transfer. Such an offer must be and shall be deemed to be an offer to sell such shares for the amount, as of the computation date, determined by multiplying the adjusted book value (as determined in accordance with the By-Laws) of such shares by the appropriate percentage determined as follows:

- a. 100% provided the stock has been held by the seller for at least 5 years or in the event of the seller's retirement.
- b. 100% in the event the stock is being sold due to the death of the owner.
- c. In the event the stock is being sold due to the sale of the seller's business, the purchase price shall be determined in accordance with subsection D next following, unless the selling stockholder presents a "qualified buyer" to the Board of Directors in which event the purchase price shall be 100%. A "qualified buyer" shall be determined in the sole discretion of the Board acting in a non-discriminatory manner.

- d. 20% for each full year (disregarding any fractional parts of a year) that the seller has held the stock (in no event, however, shall the percentage exceed 100%) for all cases other than those outlined in subsections a, b and c of this section B.

The computation date of the adjusted book value shall be fixed as follows:

- i. If the Corporation's policy is to close its books and enter credits and charges to capital accounts annually as of the end of the fiscal year, then the computation date shall be the preceding book closing date (i.e., the end of the preceding fiscal year) if the offer is received by the secretary during the first quarter of a fiscal year, and shall be the succeeding book closing date (i.e., the end of the fiscal year) if the offer is received after the first quarter of the fiscal year;
- ii. If the Board, by resolution, has adopted a policy of regularly closing the books and entering credits and charges to capital accounts semi-annually, the computation date shall be the book closing date next following the receipt by the Secretary of the offer;
- iii. If the offer, by its specific terms, elects the next quarter year end after the Secretary's receipt thereof as the computation date and such date is not one upon which the Corporation's books would regularly be closed, such date shall be the computation date but in such event the selling shareholder shall be charged with reimbursement of the Corporation for all legal, accounting, actuarial and other cost or expense involved in arriving at

the determination of adjusted book value as of such quarter-year end.

C. An offer to sell shares made pursuant to this Article may not be revoked and shall be deemed accepted on the date of its receipt; and, effective as of the applicable value computation date, the offeror shall cease to have any rights as a holder of the offered shares and shall have only the right to receive payment therefor as herein provided.

D. As soon as the selling price is ascertained, the Board of Directors shall determine how many of such shares the Corporation may purchase without impairing its capital or surplus and shall purchase such shares for cash. In the event that the Corporation is not able to purchase all of said shares for cash, or for any other reason the Corporation is prohibited by law from purchasing said shares or any of them, any shares not so purchased by the Corporation shall thereupon be offered by the Secretary by registered or certified mail to the other registered holders of outstanding Common Stock of the same class, and each such holder shall have the right to purchase for cash that part thereof which is in proportion to the number of the outstanding shares held by him. Such right to purchase shall be transferable only to another holder of shares of such class of Common Stock, and such right shall be exercised by depositing the purchase price, determined in accordance with Section B hereof, with the Secretary of the Corporation within twenty (20) days after the mailing date of the offer. In the event that any shares so offered for sale to the Corporation are not so purchased by the Corporation or the other holders of shares of such class, as provided above, such shares shall be offered by the Secretary by registered or certified mail to all shareholders of the Corporation, and each shareholder may purchase any number of additional shares, by depositing the purchase price, determined in accordance with Section B hereof, with the Secretary of the Corporation, until all such shares have been sold.

In the event that any shares remain unsold at the end of 20 days from the last mentioned notice, the offer shall not be deemed to have been accepted and the unpurchased shares shall be returned to the offering shareholder. Such unpurchased and returned shares shall thereupon and thereafter be free from and not subject to the restrictions imposed by section A hereof.

E. Depending upon the computation date for determining the price to be paid, the purchase price shall be due and payable as follows:

- a. Where the computation date is a date which precedes the Secretary's receipt of the offer, the purchase price shall be due and payable on or before two hundred ten (210) days after receipt by the Secretary of the offer.
- b. Where the computation date is a date subsequent to the Secretary's receipt of such offer, the purchase price shall be due and payable on or before two hundred ten (210) days after the computation date.

F. The Board of Directors of the Corporation may, by Resolution duly adopted, establish a plan whereby, in the event that all shares of a class of Participating Common Stock are to be, or are, purchased by the Corporation pursuant to this Article, any shareholder whose shares are to be, or are, so purchased may elect to have such purchase, or the computation date thereof, delayed until all liabilities arising out of business attributable to such class of Participating Common Stock have expired. Such Resolution shall set forth the terms and conditions of such election, the rights of such shareholder during the period of delay, the terms, time and manner of payment for such shares, and may condition the effectiveness of such election upon the specific concurrence of the Board of Directors.

G. The Board of Directors may, by Resolution duly adopted or in the By-Laws, provided for the pledge of all, or any particular, shares of the Corporation's stock.

#### ARTICLE X

A. The affairs of the Corporation shall be conducted by a Board of Directors and by such officers as the said directors may at any time elect or appoint. Directors and officers need not be shareholders in this Corporation. The number of directors shall be not fewer than five (5) nor more than fifteen (15), as shall be specified from time to time in the By-Laws. Directors shall be elected by holders of Voting Common Stock at their annual meeting to be held at such place or time as the By-Laws may permit or provide. Until the first annual meeting of the shareholders, or until their successors have been elected and are qualified, the following persons shall be the directors of this Corporation:

<u>NAME</u>	<u>ADDRESS</u>
Guy C. Billups, Jr.	625 Scenic Drive Pass Christian, MS 39571
Don F. Calfee	Highway 18 Brandon, MS 39042
James R. Cole	401 Newitt Vicksburg, MS 39180
Robert E. Gaylor	5488 Kaywood Drive Jackson, MS 39211
Philip J. Hubbuch, Jr.	2636 Lake Circle Jackson, MS 39211
Charles H. Shamburger, III	1312 Springdale Drive Jackson, MS 39211

B. In furtherance, and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to adopt, amend, and rescind By-Laws for the Corporation (excepting, however, any particular By-Law wherein such authority is expressly reserved to shareholders) including the power to increase or decrease the number of directors within the limits herein provided; to appoint from their own number an Executive Committee, Investment Committee, Nominating Committee and other committees and vest any such committee with such powers as are permitted by the By-Laws; to make provision for compensation to directors and officers for their services as such and for indemnifying them as to any matter pertaining to their official acts or duties; and, to adopt any employee incentive, stock option, pension or profit sharing plan or plans.

#### ARTICLE XI

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its directors, officers, former directors and former officers, against all expenses incurred by them and each of them (including but not limited to legal fees, court costs, and compensation for time lost from employment) for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the Corporation. Whenever any such person has grounds to believe that he may incur any such aforementioned expenses, he shall promptly make a full written report of the matter to the President and to the Secretary of the Corporation. Thereupon, the Board of Directors of the Corporation shall, within a reasonable time, determine in good faith whether such person acted, failed to act, or refused to act wilfully with gross negligence or with fraudulent or criminal intent in regard



to the matter involved and as to which indemnification is sought. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act wilfully with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that the Corporation shall have the right to refuse indemnification, wholly or partially, in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him in the action, or shall have unreasonably refused to cooperate in the defense of such action.

#### ARTICLE XII

The amount of indebtedness or liability to which the Corporation may at any time subject itself shall not be limited, except as it may be limited by those laws of the State of Mississippi which regulate the insurance business of the Corporaion.

#### ARTICLE XIII

These Articles of Association may be amended only by the concurrence of a majority of the issued and outstanding shares of Voting Common Stock, voting as a class, and a majority of the issued and outstanding shares of Participating Common Stock, voting as though a single class, provided, however, that the shareholders of each class shall be entitled to vote as a class on all matters set forth in Section 79-3-119, Mississippi Code of 1972, as it may from time to time be amended, or any similar statutory provision hereinafter enacted. Any amendment may include any provision which

might lawfully be inserted in Articles of Association filed for the first time as of the date of such amendment, except that no amendment shall reduce authorized capital below the amount required by the laws of Mississippi for the kinds of insurance thereafter to be transacted.

## ARTICLE XIV

The post office address of the Corporation's initial registered office shall be 876 Lakeland Drive, Jackson, Mississippi 39211, and the name of its initial registered agent at such address shall be Charles H. Shamburger, III.

## ARTICLE XV

The name and post office address of each proposed corporator is:

<u>NAME</u>	<u>ADDRESS</u>
Aaron B. Dupuy, Jr.	1851 Brecon Drive Jackson, MS 39211
Philip J. Hubbuch, Jr.	2636 Lake Circle Jackson, MS 39211
Margie B. West	258 Belaire Pearl, MS 39208
Tommy Myers	250 Woody Drive Jackson, MS 39212
Emmett H. Krause, Jr.	1850 Highland Terrace Jackson, MS 39211
Charles H. Shamburger, III	1312 Springdale Drive Jackson, MS 39211
Robert E. Gaylor	5488 Kaywood Drive Jackson, MS 39211
Don H. Calfee	Highway 18 Brandon, MS 39042
James R. Cole	401 Newit Vicksburg, MS 39180
Guy C. Billups, Jr.	625 Scenic Drive Pass Christian, MS 39571

IN WITNESS WHEREOF, we hereunto affix our signatures  
as of the 10 day of May, 1978.

<u>Aaron B. Dupuy</u>	<u>Charles H. Shamburger III</u>
<u>Philip J. Hubbuch</u>	<u>Daw F. Baker</u>
<u>Margie B. West</u>	<u>Robert E. Gayle</u>
<u>Tommy Myers</u>	<u>James R. Cole</u>
<u>Emmett H. Krauss Jr.</u>	<u>Ray E. Bishop</u>

STATE OF MISSISSIPPI  
COUNTY OF HINDS

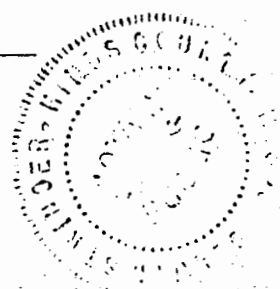
This day personally appeared before me, the below named persons,  
proposed incorporators of the within named corporation, who acknowledged  
that the named persons signed and executed the above and foregoing  
Articles of Association as their act and deed.

Given under my hand and official seal this, the 10th day  
of May, 1978.

[Signature]  
Notary Public

My commission expires:

MY COMMISSION EXPIRES NOVEMBER 15, 1981



Appearing before me were:

- Aaron B. Dupuy, Jr.
- Philip J. Hubbuch, Jr.
- Margie B. West
- Tommy Myers
- Emmett H. Krauss, Jr.
- Charles H. Shamburger, III

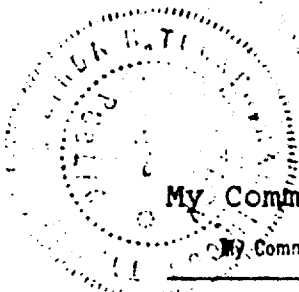
[Signature]  
Notary Public

STATE OF MISSISSIPPI  
COUNTY OF RANKIN

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Don A. (Calley), a proposed corporator of the within named corporation, who acknowledged that he signed and executed the above and foregoing Articles of Association as his act and deed.

Given under my hand and official seal this, the 16th day of May, 1978.

Linda J. Tucker  
Notary Public



My Commission Expires:  
My Commission Expires Jan. 24, 1981

STATE OF MISSISSIPPI  
COUNTY OF WARREN

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Frank Cole, a proposed corporator of the within named corporation, who acknowledged that he signed and executed the above and foregoing Articles of Association as his act and deed.

Given under my hand and official seal this, the 17th day of May, 1978.

Bessie D. Smith  
Notary Public  
My Commission Expires July 17, 1978



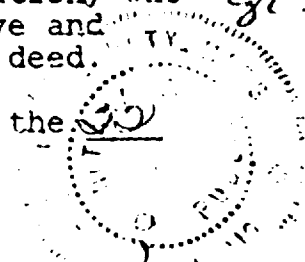
My Commission Expires:  
July 17, 1978

STATE OF MISSISSIPPI  
COUNTY OF WASKALAW

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Walter C. Bellup, a proposed corporator of the within named corporation, who acknowledged that he signed and executed the above and foregoing Articles of Association as his act and deed.

Given under my hand and official seal this, the 30th day of May, 1978.

Cindy Rogers  
Notary Public

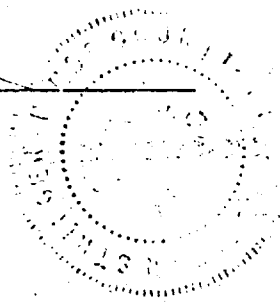


My Commission Expires:  
My Commission Expires Feb. 27, 1981

STATE OF MISSISSIPPI  
COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, [Signature], a proposed corporator of the within named corporation, who acknowledged that he signed and executed the above and foregoing Articles of Association as his act and deed.

Given under my hand and official seal this, the 24 day of May, 1978.

[Signature]  
Notary Public  


My Commission Expires:

MY COMMISSION EXPIRES NOVEMBER 15 1981

STATE OF MISSISSIPPI  
COUNTY OF \_\_\_\_\_

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, \_\_\_\_\_, a proposed corporator of the within named corporation, who acknowledged that he signed and executed the above and foregoing Articles of Association as his act and deed.

Given under my hand and official seal this, the \_\_\_\_\_ day of \_\_\_\_\_, 1978.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

STATE OF MISSISSIPPI  
COUNTY OF \_\_\_\_\_

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, \_\_\_\_\_, a proposed corporator of the within named corporation, who acknowledged that he signed and executed the above and foregoing Articles of Association as his act and deed.

Given under my hand and official seal this, the \_\_\_\_\_ day of \_\_\_\_\_, 1978.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

CERTIFICATE OF ORGANIZATION  
OF LIFE INSURANCE COMPANY OF MISSISSIPPI

Be it known, that the foregoing document is a true and correct copy of the Articles of Association of Life Insurance Company of Mississippi, subscribed to by Guy C. Billups, Don F. Calfee, James R. Cole, Robert E. Gaylor, Philip J. Hubbuch, Jr., Charles H. Shamburger III, Aaron B. Dupuy, Jr., Margie B. West, Tommy Myers and Emmett H. Krause, Jr.; and that the first meeting of Life Insurance Company of Mississippi was held on May 25, 1978.

Made, signed and sworn to as required by Section 83-19-19, Mississippi Code of 1972, by the undersigned, President, Secretary and majority of the Directors of Life Insurance Company of Mississippi.

*Philip J. Hubbuch, Jr.*  
 \_\_\_\_\_  
 President

*Charles H. Shamburger III*  
 \_\_\_\_\_  
 Secretary

*James R. Cole*  
 \_\_\_\_\_  
 Director

*Don F. Calfee*  
 \_\_\_\_\_  
 Director

*Robert E. Gaylor*  
 \_\_\_\_\_  
 Director

*Charles H. Shamburger III*  
 \_\_\_\_\_  
 Director

*Philip J. Hubbuch, Jr.*  
 \_\_\_\_\_  
 Director

CERTIFICATE

I, George Dale, Commissioner of Insurance for the State of Mississippi, do hereby certify that Articles of Association of Life Insurance Company of Mississippi, together with all records and proceedings relating to the organizational meetings thereof, were this day filed with me; that all requirements of law in relation thereto appear to have been complied with; and that the same are this day approved by me and referred to the Secretary of State for his proper handling.

WITNESS my signature, on this the 9<sup>th</sup> day of June,  
A. D. 1978.

GEORGE DALE  
COMMISSIONER OF INSURANCE

BY

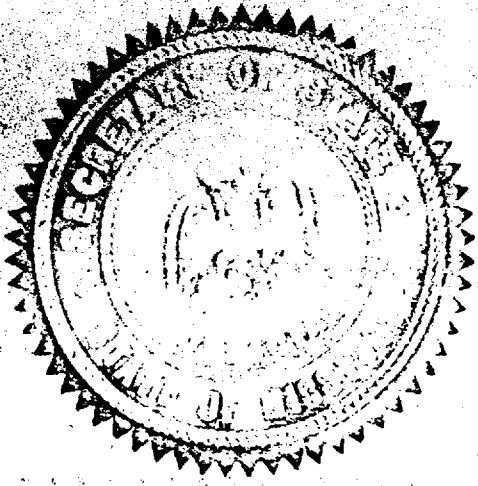
Woolley D. Box  
Woolley D. Box  
Deputy Commissioner

## STATE OF MISSISSIPPI

Be it known, That whereas, Aaron B. Dupuy, Jr., Philip J. Hubbuch, Jr., Margie B. West, Tommy Myers, Emmett H. Krause, Jr., Charles H. Shamburger, III, Robert E. Gaylor, Don H. Calfee, James R. Cole, and Guy C. Billups, Jr., have associated themselves with the intention of forming a corporation under the name of "Life Insurance Company of Mississippi", for the purpose (To engage as a domestic stock insurance company in the life and disability insurance business; insuring risks directly or as a reinsurer, or both. To enter into and perform life and accident and health insurance contracts of all kinds, individual and group; to reinsure or accept reinsurance of all or any part of any risk; to make investments of any kind as permitted by Title 83, Chapter 19, Mississippi Code of 1972; to purchase or otherwise acquire stock and securities of other corporations and to dispose of the same; to buy, lease and otherwise acquire real estate, personalty, appliances and equipment and to operate or use the same on a commission, lease or other basis, and to sell, encumber and otherwise deal in and dispose thereof; to enter into and perform contracts of every kind; to borrow or otherwise raise money for any corporate purpose and to give corporate evidence of indebtedness therefor and to encumber corporate property for the repayment thereof; to lend any of its surplus funds with or without security; to purchase, acquire, hold and sell its own stock and to exchange the same for stock in other corporations; to engage in reorganizations and mergers; and without limiting the generality of the foregoing powers and purposes, to do every other thing or act necessary or expedient in carrying on the business of the Corporation which may be permitted by law.) with a capital of \$2,600,000.00 and have complied with the provisions of the statute of this state in such case made and provided, as appears from the certificate of the president, secretary, and directors of said corporation duly approved by the commissioner of insurance and recorded in this office. Now, therefore, I Heber Ladner, secretary of State of Mississippi, do hereby certify that said Aaron B. Dupuy, Jr., Philip J. Hubbuch, Jr., Margie B. West, Tommy Myers, Emmett H. Krause, Jr., Charles H. Shamburger, III, Robert E. Gaylor, Don H. Calfee, James R. Cole and Guy C. Billups, Jr., their associates and successors, are legally organized and established as and are hereby made an existing corporation under the name of "Life Insurance Company of Mississippi" with powers, rights, and



privileges and subject to the duties, liabilities, and restrictions which by law appertain thereto. Witness my official signature hereunto subscribed and the seal of the State of Mississippi hereunto affixed, this the 23rd day of June, in the year 1978 .



*Heber Palmer*

Secretary of State

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

DON MANUEL MINISTRIES

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 26th day of June A. D., 1978.

*Calvin Fischer*

Governor

By the Governor

*Weber Ladner*

Secretary of State



CERTIFIED COPY OF RESOLUTION ADOPTED BY MEMBERS  
OF DON MANUEL MINISTRIES  
AT A MEETING HELD ON THE 5TH DAY OF JUNE, 1978

WHEREAS, Don Manuel Ministries is now a voluntary, nonprofit, unincorporated organization associated for the purpose of providing religious and educational services to all people of all denominations and to provide to religious denominations auxiliary services not otherwise available in their ministries; and,

WHEREAS, after thorough investigation and discussion in meeting assembled, the members of Don Manuel Ministries find that incorporation will entitle it to financial, organizational and other advantages not now enjoyed, and will facilitate accomplishment of the purposes of the organization; and,

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

the members of  
NOW THEREFORE, BE IT RESOLVED by/Don Manuel Ministries, in meeting assembled, that:

Section 1. Donald G. Manuel, Martha C. Manuel and Clifton C. Clark are hereby authorized and directed to proceed forthwith to take all actions and do all things necessary to incorporate Don Manuel Ministries, a nonprofit corporation under the laws of the State of Mississippi, and to act as incorporators thereof,


Section 2. The corporate title of the corporation herein authorized shall be Don Manuel Ministries.

Section 3. The domicile of the corporation shall be 982 Church Street, Brookhaven, Lincoln County, Mississippi.

Section 4. The purposes and powers of the said corporation shall be 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.

I, Martha C. Manuel, Secretary of Don Manuel Ministries, do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Don Manuel Ministries in meeting assembled, on the 5th day of June, 1978, at 982 Church Street, Brookhaven, Lincoln County, Mississippi.

Witness my signature, this the 5th day of June, A.D., 1978.

  
Martha C. Manuel, Secretary

THE CHARTER OF INCORPORATION  
OF  
DON MANUEL MINISTRIES

1. The title of the corporation is Don Manuel Ministries.
2. The names of the incorporators, all of whom are members of citizens the organization and are adult residents of the State of Mississippi are:

Donald G. Manuel, 982 South Church Street, Brookhaven, Mississippi 39601

Martha C. Manuel, 982 South Church Street, Brookhaven, Mississippi 39601

Clifton C. Clark, Highway 583, Ruth, Mississippi 39662

3. The domicile of the corporation is 982 South Church Street Brookhaven, Mississippi 39601.

4. There is no capital stock. The corporation shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for the nonpayment of dues, shall vest in each member the right to vote in the election of all officers, shall make the loss of membership, by death, or otherwise, the termination of all interest of such member in the corporate assets, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

It is a religious society.

5. The period of existence is perpetual.

6. The purposes for which the corporation is created are as follows:

To provide religious and educational services to all people of all denominations and to provide to religious denominations auxiliary services not otherwise available in their ministries.

To promote evangelical revival activities in person or by newspaper, radio or television.

To undertake radio and television broadcasting in connection with said ministries and said educational purposes.

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

Notwithstanding any other provisison 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 charitable, religious, scientific, literary or educational organizations which would then qualify under Section 501 (c) (3) of said Code and regulations.

7. As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

(1) 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.

(2) 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.

(3) 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 monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, 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.

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

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive 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 contributing to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

THIS, the 15th day of June, A.D., 1978.

Donald G. Manuel  
DONALD G. MANUEL

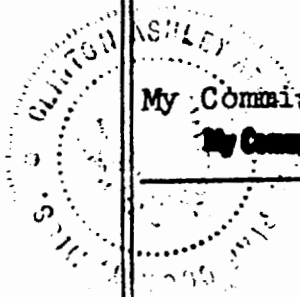
Martha C. Manuel  
MARTHA C. MANUEL

Clinton C. Clark  
CLINTON C. CLARK

STATE OF MISSISSIPPI  
COUNTY OF PIKE

This day personally appeared before me, the undersigned authority in and for the state and county aforesaid, DONALD G. MANUEL, MARTHA C. MANUEL and CLIFTON C. CLARK, incorporators of the corporation known as Don Manuel Ministries, who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this the 15th day of June, A.D., 1978.

Clinton Ashley Atkinson  
NOTARY PUBLIC



My Commission Expires:  
**My Commission Expires April 22, 1982**



Received at the office of the Secretary of State, this the 19<sup>th</sup> day of June

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

*John Palmer*

SECRETARY OF STATE.

Jackson, Miss.,

June 21, 1978

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

*A. F. Summers*

ATTORNEY GENERAL.

By *Richard M. Allen*  
*Specie*

Assistant Attorney General.

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

SHELTER CARE FOR 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 26th day of June A. D., 1978.



*Calvin Fischer*

Governor

By the Governor

*Heber Lodner*  
Secretary of State

RESOLUTION OF SHELTER CARE FOR CHILDREN ASSOCIATION,  
AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DE -  
SIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED  
CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE  
FUNDS OF THE ASSOCIATION NECESSARY SO TO DO.

BE IT RESOLVED, by the members of Shelter Care for Children 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 Thomas L. Zebert, David Patrick, Jim Wright and Jane Perdue are elected, appointed, designated and authorized to act as incorporators in applying for a Charter of this Association to be named SHELTER CARE FOR 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 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, Jane Perdue, 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 27th day of April, 1978 at Pearl, 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 10TH DAY OF MAY, 1978.

*Jane Perdue*  
\_\_\_\_\_  
JANE PERDUE

THE CHARTER OF INCORPORATION  
OF  
SHELTER CARE FOR CHILDREN

1. The Corporate title of said company is:  
SHELTER CARE FOR CHILDREN, INC.
2. The names of the incorporators are:

<u>NAMES</u>	<u>ADDRESSES</u>
THOMAS L. ZEBERT	115 Loyd Street Pearl, Mississippi 39208
DAVID PATRICK	3640 2nd Street Flowood, Miss., 39208
JANE PERDUE	105 Swallow Drive Brandon, Miss., 39042
JIM WRIGHT	Route 1, Box 161 Florence, Miss., 39073

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

3. The domicile is at 427 North Bierdeman Road,  
P. O. Box 5881, Pearl, Mississippi 39208.
4. This is a non-profit corporation and no shares of  
stock shall be issued, and is a charitable society.

5. The period of existence shall be perpetual.

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

To become aware of the need for the placement, either temporarily or permanently, of children whether battered, neglected, abandoned, abused or by any other act places the child in need of shelter care.

To promote opportunities at such facility of shelter care that would enhance, and/or assist the child in finding a place in life.

To originate and complete fund raising projects to fund the shelter care facility.

To enhance and enrich the lives of the less fortunate children of Rankin County, by:

- (1) providing psychological and psychiatric counselling,
- (2) providing religious views and indoctrination,
- (3) to provide educational needs for the child found to be in need.

7. The manner in which the directors of the Corporation are to be elected shall be as provided in the By-Laws of the Corporation.

8. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and its directors:

No part of the net earnings of the Corporation shall

inure to the benefit of, or be distributable to, any director, member or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 hereof. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable purposes.

Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United States Revenue Laws.

Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent or contract for Shelter Care for Children, Inc. No officer of the Corporation or individual member shall use the Corporation to further his own personal interests.


The purposes and objects of the Corporation shall in all respects conform to the purposes of shelter care for children. The Corporation shall not engage in or permit or suffer any activity detrimental to, or which detracts from, the best interests of the objective herein.

9. This Corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or

otherwise, the termination of all interest of such members in the corporate assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claim of creditors.

  
THOMAS L. ZEBERT

  
DAVID PATRICK

  
JANE PERDUE

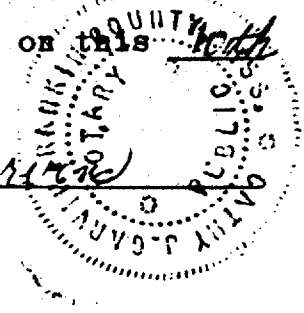
  
JIM WRIGHT

A C K N O W L E D G E M E N T

STATE OF MISSISSIPPI )  
  )  
COUNTY OF RANKIN        )

THIS DAY PERSONALLY appeared before me, the under-  
signed authority, Thomas L. Zebert, David Patrick, Jane  
Perdue, and Jim Wright, incorporators of the Corporation  
known as the SHELTER CARE FOR CHILDREN, INC., who acknowledg-  
ed that they signed and delivered the above and foregoing  
Charter of Incorporation as their act and deed on this 16th  
day of May, 1978.

Cathy J. Harrison  
NOTARY PUBLIC



MY COMMISSION EXPIRES:

Dec. 24, 1980

RECEIVED at this office of the Secretary of State,  
this, the 16<sup>th</sup> day of June, 1978, together with the sum  
of 20.00 deposited to cover the recording fee, and re-  
ferred to the Attorney General for his opinion.

John Salmer  
SECRETARY OF STATE

Jackson, Mississippi, June 20, 1978

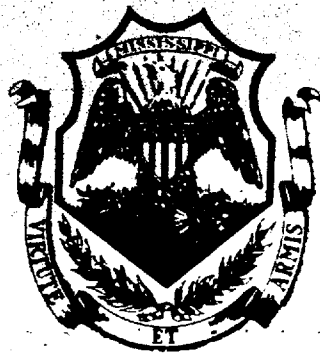
I have examined this application for a Charter of  
Incorporation and am of the opinion that it is not violative  
of the Constitution and laws of the State, or of the United  
States.

A. F. Summer  
ATTORNEY GENERAL

By Richard M. Allen  
Special Assistant Attorney General



# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISSISSIPPI ELECTRICAL CONTRACTORS ASSOCIATION, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 26th day of June A. D., 1978.

*Calvin Finch*

Governor

By the Governor

*Heber Ladner*

Secretary of State



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

Be it resolved by the members of Mississippi Electrical Contractors Association  
an unincorporated association of individuals, that it is the best interests  
of this association that it be forthwith incorporated as a nonprofit corporation  
under the law of the State of Mississippi applicable thereto and that  
R.W. LANCASTER, WILLIAM SCOTT, WALTER A. MOSES, JR.  
are elected, appointed, designated and authorized to act as incorporators in  
applying for a charter of this association to be named Mississippi Electrical  
Contractors Association, Inc.; that they are fully empowered to do  
so and perform any and all other acts necessary to secure said charter and  
authorize the expenditure of such funds of the association as may be necessary  
so to do.

**CERTIFICATE**

I, Mendith W. Tate, do hereby certify that I am the duly  
elected, qualified and acting Secretary of the above named unincorporated  
association of individuals, and that the foregoing is true and correct copy  
of a Resolution duly adopted at a meeting thereof held on the 2nd day  
of May, 78, at Forest, 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 2  
day of May, 1978.

Secretary Mendith W. Tate

Moja J. Tucker  
MY COMMISSION EXPIRES SEPT. 8, 1980



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

## THE CHARTER OF INCORPORATION OF

MISSISSIPPI ELECTRICAL CONTRACTORS ASSOCIATION, INC.

1. The corporate title of said company is: Mississippi Electrical Contractors 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. W. Lancaster	109 Oliver	Hattiesburg, Mississippi	39401
William E. Scott	708 E. Clay Street	Greenville, Mississippi	38701
Walter A. Moses, Jr.	842 Larson Street	Jackson, Mississippi	39202

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

3. The domicile is at 1815 Hospital Drive, Jackson, Mississippi 39204

(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 nonprofit corporation and no shares of stock shall be issued. The members of the corporation shall be comprised of electrical contractors, and the corporation is of a type authorized by the provisions of Section 79-11-1 of the Mississippi Code of 1972 and amendments thereto, it being a fraternal 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:

- a) To arrange for and promote meetings of electrical contractors who are engaged in business as such in the State of Mississippi and to provide them with an effective agency through which to express their collective voice.
- b) To distribute among the members and assist them in the use of the fullest information obtainable in regard to all matters affecting the business of electrical contracting.
- c) To increase public acceptance for the services of electrical contractors in the State of Mississippi by improving the standards of the industry both as to personnel and performance.
- d) To cultivate a cooperative spirit among its members and to encourage respect for the rights of others, with proper regard for the laws and rules governing fair competition.
- e) To collect business data from members and other sources in order that the economic value of the electrical contracting industry may be accurately presented to governmental agencies and to the public generally.

- f) To establish and maintain friendly relations between electrical contractors and those utilities who generate and distribute electricity.
- g) To establish and maintain friendly relations in the State of Mississippi between electrical contractors and their suppliers, and all other branches of the construction industry.
- h) In general, to do any and all lawful things and to exercise any and all lawful powers reasonably necessary to accomplish the stated purposes of the association.

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

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

Signatures: [Signature]  
R. W. Lancaster  
[Signature]  
William E. Scott  
[Signature]  
Walter A. Moses, Jr.  
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI  
County of Forest  
This day personally appeared before me, the undersigned authority R. W. Lancaster  
one of the  
incorporators of the corporation known as the Mississippi Electrical Contractors 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 12<sup>th</sup> day of June, 1978.  
[Signature] Notary Public My Commission Expires June 3, 1980  
My commission expires:

STATE OF MISSISSIPPI  
County of Washington  
This day personally appeared before me, the undersigned authority William E. Scott  
one of the  
incorporators of the corporation known as the Mississippi Electrical Contractors 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 7<sup>th</sup> day of June, 1978.  
[Signature] Notary Public My commission expires: 8-8-81  
My commission expires:

Received at the office of the Secretary of State this the 16<sup>th</sup> day of June  
A.D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the  
Attorney General for his opinion.  
[Signature]  
Secretary of State

Jackson, Miss., June 21st, 1978  
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.  
[Signature]  
Attorney General  
By [Signature]  
Special Assistant Attorney General

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

FEE SCHEDULE

Section 3969, Mississippi Code of 1942, As Amended

For recording charter of a corporation for literary, religious, benevolent, fraternal, or scientific purposes, and not for pecuniary profits, directly or indirectly _____	20.00
For filing appointment of resident agent _____	5.00

NOTICE

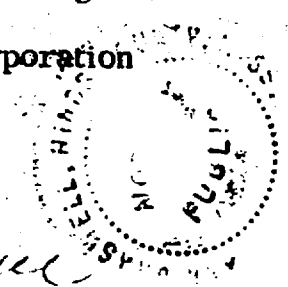
Non-Profit Corporations must report the organization within 60 days of the organization and the organization must take place and business begun within 2 years from the date of the grant. A resident agent must be appointed if no office is maintained in the county of the domicile in charge of an officer or officers. The charter must be recorded in the office of the Chancery Clerk of the county of the domicile, principal office or its place of business.

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority, Walter A. Moses, Jr., one of the incorporators of the corporation known as the Mississippi Electrical Contractors Association, Inc., who acknowledged that he signed and delivered the above and foregoing charter of incorporation as his act and deed on this the 11<sup>th</sup> day of June, 1978.



Walter A. Moses, Jr.  
NOTARY PUBLIC

My commission expires: 10-3-81

# 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 PELAHATCHIE

*was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND FORTY - FIVE, PAGES 527 - 532.*

*Given under my hand and Seal  
of office hereunto affixed, this  
27th Day of June, 1978*

*Heber Ladner*

SECRETARY OF STATE



IN THE CHANCERY COURT OF RANKIN COUNTY, MISSISSIPPI

IN THE MATTER OF THE EXTENSION OF THE BOUNDARIES OF THE CITY OF PELAHATCHIE, MISSISSIPPI

ATTEST: *[Signature]* NO. 16,116  
*[Signature]*  
D.C.

FINAL DECREE

THIS DAY this cause came on to be heard on the Petition of the City of Pelahatchie, Mississippi, for Ratification, Approval, and Confirmation of an Ordinance Enlarging and Defining the Corporate Limits of Pelahatchie, Mississippi, and the Court having considered the Petition, the Ordinance, the Notice, Process, Summons, Answers and Objections, Testimony of Witnesses, Exhibits, other documentary evidence, argument and legal authorities of counsel, is of the opinion that the Court has full and complete jurisdiction of the parties and the subject matter and finds as follows, to-wit:

1. That, the Petition before this Court was duly filed in accordance with the applicable statutes and in accordance with the Ordinance of the City of Pelahatchie, directing that it be filed.

2. That, the Ordinance was duly and legally published in accordance with law and was duly, legally, and properly adopted by the Mayor and Board of Aldermen of the City of Pelahatchie, Mississippi, on January 3, 1978, and is in accordance with all applicable statutes.

3. That, proper notice was given to all persons and parties interested in, affected by, or having objection to the expansion, according to law with sufficient time to



require their appearance before the Court on the date and time set for the hearing.

4. That, Tom Rives had previously filed objection to the annexation, but moved before the hearing Ore Tenus, by and through his attorney, to withdraw his objection and the same was therefore withdrawn and not considered by this Court.

5. That, the services to be rendered to the proposed area and the improvements to be made in said area will be made within a reasonable time and the City of Pelahatchie, Mississippi, is capable of providing said services and improvements within such reasonable time.

6. That, the City of Pelahatchie has failed to offer proof as to the reasonableness of the annexation of the certain areas, and, therefore, the proposed enlargement and definition of the boundaries of the City of Pelahatchie, Mississippi, as set forth in the Ordinance passed by the Mayor and Board of Aldermen of Pelahatchie, Mississippi, on January 3, 1978, exhibited to the Petition as Exhibit "A" is reasonable except as modified by this Court by deleting therefrom all areas in the NE/4, N/2 of SE/4 and the NW/4, Section 28, Township 6 North, Range 5 East.

IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED:

A. That, the Petitioner has met all requirements under the laws of the State of Mississippi, applicable to such cases and therefore the Ordinance as adopted January 3, 1978, by the Mayor and Board of Aldermen of the City of Pelahatchie, Mississippi, is valid and proper.

B. That, the proposed enlargement and definition of the boundaries of the City of Pelahatchie, Mississippi, as set forth in the Petition before this Court is found to be reasonable as modified by this Court and that the burden

of proof has been met in that such expansion is required by the public convenience and necessity as modified herein.

C. That, the proposed enlargement and definition of the boundaries of the City of Pelahatchie, Mississippi, as set forth in the Ordinance of the Mayor and Board of Alderment duly adopted on January 3, 1978, and as modified herein is reasonable, and the same is hereby approved, ratified and confirmed.

D. The following area is added to the corporate limits of the City of Pelahatchie:

Begin at the intersection of the North right-of-way line of U. S. Highway 80 and the West line of the East 1/2 of Section 32, T 6 N, R 5 E, Rankin County, Mississippi, and run thence South 89 degrees 40 minutes East 396.0 feet along said right-of-way line; thence North 01 degrees 00 minutes East, 608.0 feet; thence South 89 degrees 40 minutes East, 566.8 feet; thence North 19 degrees 00 minutes West, to the Southwest corner of the East 1/2 of the Southwest 1/4 of the Northeast 1/4 of Section 32, T 6 N, R 5 E; thence North to the northwest corner of said East 1/2 of the southwest 1/4 of the northeast 1/4 of Section 32, T 6 N, R 5 E; thence East along the North line of the South 1/2 of the North 1/2 of said Section 32 to the centerline of old Mississippi Highway 43 (Brooks Street) thence northerly along the centerline of said old Mississippi Highway 43, 1320 feet, more or less, to the North line of Section 32, T 6 N, R 5 E; thence easterly along the North line of Section 33, T 6 N, R 5 E, to the northeast corner of said Section 33; thence northerly along the East line of Section 28, T 6 N, R 5 E, to the northeast corner of the southeast 1/4 of the southeast 1/4 of said Section 28; run thence westerly along the line between the South 1/2 and the North 1/2 of the South 1/2 of said Section 28 to the southwest corner of the northeast 1/4 of the southwest 1/4 of said Section 28; run thence northerly to the southeast corner of the southwest 1/4 of the northwest 1/4 of said Section 28; run thence westerly to the southwest corner of the southwest 1/4 of the northwest 1/4 of said Section 28; run thence northerly along the West line of said Section 28 to a point 800 feet South of the northwest corner of said Section 28; run thence westerly along a line parallel with and 800 feet South of the North line of Section 29, 2520 feet, more or less, to a point; thence South 09 degrees 30 minutes West, 6100 feet, more or less, to a point 1640 feet South and 1760 feet East of the northwest corner of Section 32, T 6 N, R 5 E; thence South 14 degrees 00 minutes East, 2600 feet, more or less, back to the Point of Beginning. The herein described property is situated in Sections 28, 29, 32 and 33, T 6 N, R 5 E, Rankin County, Mississippi.

The corporate limits and boundaries of the City of Pelahatchie, Mississippi, as so enlarged, and defined by the Ordinance of January 3, 1978, and as modified by this Court shall be as follows, to-wit:

Begin at the NE corner of the NW/4 of Section 4, T5N, R5E, and run South 01 degrees 00 minutes East, 16 chains and 40 links; thence West 1491 feet; thence South 02 degrees 15 minutes East 207.3 feet; thence North 89 degrees 05 minutes East 213 feet; thence South 05 degrees 15 minutes East 136 feet; thence South 18 degrees 00 minutes East 125 feet, more or less, to the center of Mill Creek; thence westerly along the center of Mill Creek 2360 feet, more or less, to its intersection with the Pelahatchie Creek; thence northwesterly along the center of Pelahatchie Creek 363 feet, more or less, to a point 1331.4 feet South of and 551.2 feet West of the NE corner of Section 5, T5N, R5E; thence South 12 degrees 00 minutes West 2372 feet, thence South 07 degrees 00 minutes West 561 feet to the North right-of-way line of Interstate Highway 20; thence North 63 degrees 20 minutes West 340.9 feet along said right-of-way line; thence North 14 degrees 20 minutes West 214.7 feet along said right-of-way line; thence North 07 degrees 00 minutes East 244.65 feet along said right-of-way line; thence North 83 degrees 00 minutes West 145.5 feet along said right-of-way line; thence South 17 degrees 00 minutes West 555 feet along said right-of-way line; thence South 78 degrees 30 minutes West 310 feet along said right-of-way line, thence North 07 degrees 00 minutes East 630 feet; thence North 12 degrees 00 minutes East 2945 feet, more or less, to the center of Pelahatchie Creek; thence northwesterly along the center of said Creek, 2442 feet, more or less, to its intersection with the West line of the E/2 of Section 32, T6N, R5E; thence North along said half-section line, 408 feet, more or less, to the North right-of-way line of U. S. Highway 80; thence North 14 degrees 00 minutes West 2600 feet, more or less, to a point 1640 feet South and 1760 feet East of the NW corner of said Section 32; thence North 09 degrees 30 minutes East 6100 feet, more or less, to a point 800.0 feet South of the North line of Section 29, T6N, R5E; thence easterly along a line 800 feet South of and parallel with the North line of Sections 28 & 29 T6N, R5E, 2520 feet, more or less, to a point 800 feet South of the NW corner of said Section 28; thence southerly along the West line of said Section 28 to the SW corner of the SW/4 of the NW/4 of Section 28, T6N, R5E; thence easterly along the South line of the N/2 of said Section 28 to the SE corner of the SW/4 of the NW/4 of said Section 28; thence South along the line between the E/2 and the W/2 of the W/2 of said Section 28 to the SW corner of the NE/4 of the SW/4; thence easterly along the line between the N/2 and the S/2 of the S/2 of said Section 28 to the NE corner of the SE/4 of the SE/4; thence South along the East line of said Section 28 to the NE corner of Section 33, T6N, R5E; thence South along the East line of said Section 33 to the point of intersection of the East line of said Section 33 and the southerly right-of-way of U. S. Highway No. 80; thence north-easterly along the Southly right-of-way of U. S. Highway No. 80 2075.4 feet, more or less, to a point

on said right-of-way line which is 593 feet, measured southwesterly along said right-of-way line, from the point of intersection of said right-of-way line and the East line of the SE/4 of the NW/4 of Section 34, T6N, R5E; thence South 225.4 feet to a point on the northerly right-of-line of the Illinois Central Railroad; thence South 79 degrees 00 minutes West along said railroad right-of-way line to its point of intersection with the East line of the said Section 33, T6N, R5E; thence South along the East line of the said Section 33 to the SE corner of the said Section 33, thence West along the South line of the said Section 33 to the Point of Beginning. The herein described property being situated in Sections 28, 29, 32, 33, and 34, T6N, R5E, and Section 4 and 5, T5N, R5E, all in Rankin County, Mississippi.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED, that the corporate limits of the City of Pelahatchie, Mississippi, are hereby enlarged and defined as provided herein above and the Clerk of this Court shall, after the expiration of ten (10) days from the date of this Decree, if no appeal be taken from such Decree, forward to the Secretary of State of Mississippi, a certified copy of this Decree which shall be filed in such office and shall remain a permanent record thereof as provided by law.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the City of Pelahatchie, Mississippi, shall furnish to the Clerk of the Chancery Court a map or plat of the boundaries of the City of Pelahatchie, as hereby enlarged and defined, ratified and approved, which such map or plat shall be duly recorded in the official Plat Book of Rankin County, Mississippi.

ORDERED, ADJUDGED AND DECREED, this the <sup>15</sup>~~24~~th. day of June, 1978.

*Billy S. Bridges*  
CHANCELLOR

APPROVED:  
*Lem Adams*  
LEM ADAMS, III, ATTORNEY FOR THE CITY OF PELAHATCHIE, MISSISSIPPI  
*John C. McLaurin, Sr.*  
JOHN C. McLAURIN, SR., ATTORNEY FOR TOM RIVES

**FILED**  
JUN 23 1978  
*J. Lee Rhodes*  
CHANCERY CLERK  
RANKIN COUNTY  
RECORDED IN 10087  
PAGE 71

# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

PANOLA COUNTY VOTERS LEAGUE, INC.

is hereby approved.

In testimony whereof, I have hereunto set  
my hand and caused the Great Seal of  
the State of Mississippi to be affixed  
this 27th day of June A. D., 1978.



*Calvin Finch*  
Governor

By the Governor

*Heber Ladner*  
Secretary of State

RESOLUTION

WHEREAS, Panola County Voters League is now a voluntary and non-profit, unincorporated organization composed of persons who have associated themselves together for the purpose of sponsoring and encouraging charitable, civic and education work; and

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

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

NOW, THEREFORE, BE IT RESOLVED by <sup>the membership of</sup> Panola County Voters League in meeting assemble, that:

Section 1. Irma Presley, Joyce Heard and Gregory Flip-pins are hereby authorized and directed to proceed forthwith to take all actions and do all things necessary to incorporate Panola County Voters League, a non-profit corporation under the laws of the State of Mississippi, and to act as the incorporators thereof.

Section 2. The corporate title for the corporation herein authorized shall be "PANOLA COUNTY VOTERS LEAGUE, INC."

CERTIFICATE

I, Ms. Irma Presley, Secretary of Panola County Voters League do hereby certify that the above and foregoing resolution is a true and correct copy of a certain resolution adopted by Panola County Voters League in a meeting assembled on the 9<sup>th</sup> day of February, 1978 in Sardis, Mississippi.

WITNESS MY SIGNATURE, this the 9<sup>th</sup> day of February, 1978.

Ms. Irma Presley  
Ms. IRMA PRESLEY  
Secretary

THE CHARTER OF INCORPORATION OF  
PANOLA COUNTY VOTERS LEAGUE

FIRST: The corporate title of said company is: PANOLA COUNTY VOTERS LEAGUE, INC.

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

Ms. Irma Presley	50 Clairemont Street Sardis, Mississippi
Ms. Joyce Heard	Route 1 Sardis, Mississippi
Mr. Gregory Flippins	Post Office Box 554 Shaw, Mississippi

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

THIRD: The domicile of the incorporation is 11 Depot Street, Sardis, Mississippi.

FOURTH: This is a non-profit, non-share, civic improvement corporation organized under the authority of and governed by the provisions of Section 79-11-1 et. seq. of the Mississippi Code, 1972.

FIFTH: The period of existence shall be perpetual.

SIXTH: This corporation is chartered for the purpose of furthering economic development in Panola County, Mississippi and adjacent areas by promoting the social welfare of the distressed and underprivileged, lessening the burdens of government and combating community deteriorating by:

- (a) providing assistance for individuals, groups, and organizations in planning and executing successful economic development projects.
- (b) Combating community deterioration by providing professional counseling of all types, including business planning, technical assistance and training to the disadvantaged and underprivileged individuals and groups in areas of business development and economic improvement.



-2-

- (c) Acting as intermediary, where appropriate, between various economic development programs and between organizations and individuals which may be involved in any capacity in economic development.
- (d) Assisting in the acquisition of charitable contributions, industrial development projects, new industry in the county and adjacent areas, and assistance capital including seed money, which may be necessary for successful economic development projects.
- (e) Examining the efforts of other individuals or groups in order to forge relationships between naturally complementary economic development projects and discourage unwise competition between similar projects; and
- (f) Consistent with the above, exercising all powers available to corporations organized pursuant to the Mississippi Code of 1942.

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

- (a) To sue and be sued, complain and defend in its corporate name;
- (b) To have a corporate seal, a facsimile of which shall be imprinted in the minutes at the place designated therefore, and to use the same by causing the facsimile thereof to be impressed or in any other manner reproduced;
- (c) To purchase, take, receive, lease or otherwise acquire, own, hold, improve and use real or personal property, or any interest therein, wherever situated;
- (d) To sell, convey, mortgage, pledge, lease, exchange, and transfer all or any part of its property and assets;
- (e) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of

-3-

other governmental district or municipality or of any instrumentality thereof, provided, however, that this section shall not be monopolities, trusts, or combinations in restraint of trade in violation of the laws of this state;

- (f) To make contracts and incur liabilities, borrow money at such lawful rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property franchises and income;
- (g) to invest and reinvest its funds, and take and hold real and personal property as security therefor.
- (h) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;
- (i) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of this state for the administration and regulation of the internal affairs of the corporation;
- (j) In addition to authority now provided by law to make donations for the public welfare or for charitable, scientific, or educational purposes;
- (k) To apply for receive and administer grants and other assistance from state and federal agencies and from private charitable and non-profit corporations, associations, foundations and persons;
- (l) To cease its corporate activities and surrender its corporate franchise;
- (m) To advise and assist within the sphere and scope of this non-profit corporation any agency public or private in order to accomplish the purposes set forth above;
- (n) To promote and assist the growth and development, through financial and technical assistance, of small business concerns and others;
- (o) To acquire, construct, convert or expand plant facilities for lease or sale;
- (p) To acquire other corporations and organizations of like purpose powers and limitations, and to create subsidiaries or related corporations or like purpose, powers and limitations.
- (q) To have and exercise all other powers reasonable necessary to effect any or all of the purposes for which the corporation is organized.

SEVENTH: In all events, and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, or upon amendment or the articles of this corporation --

-4-

(a) This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1969 (or the corresponding provision of any future United States Internal Revenue Law), contributions to which are deductible for federal income tax purpose.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable other private persons, except that the corporation compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 thereof.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503 of the Internal Revenue Code of 1969 (or the corresponding provision of any future United States Internal Revenue Law), contributions to which are deductible for federal income tax purposes.

(d) Neither the whole, nor any part or portion, of the assets or net earnings of this Corporation ever be organized or operated for objects or purposes other than those set out in Article 6 thereof.

**EIGHTH:** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes set out in Article 6 thereof in such manner, or to such organization or organizations operated exclusively for charitable, scientific, literary or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1969 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

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

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

SIGNATURE:

*me Irma F. Presley*  
*Joyce Heard*  
*George L. Hays*

## ACKNOWLEDGEMENT

State of Mississippi

County of Panola

This day personally appeared before me, the undersigned authority, Ms. Anne Presley, Joyce Heard, and George R. Huff incorporators of the corporation known as the Panola County Voters Inc. League who acknowledged that they signed and executed the above and foregoing articles of incorporation as their act and deed on this the 16 day of June, 1978.

My commission expires:

Jan. 7, 1980

Robert L. Carter  
Circuit Clerk

Received at the office of the Secretary of State, this the 19<sup>th</sup> day of June

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Padon  
SECRETARY OF STATE

Jackson, Miss.,

June 23, 1978

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

A. F. Summers  
ATTORNEY GENERAL

By Richard M. Allen  
Special Assistant Attorney General

# State of Mississippi



EXECUTIVE

OFFICE

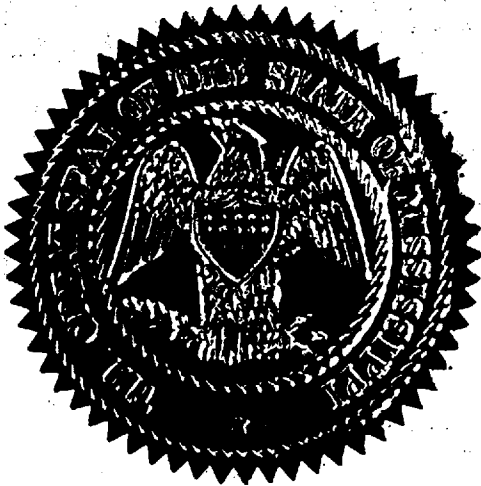
JACKSON

The within and foregoing Charter of Incorporation of

NATCHEZ-ADAMS GIRLS SOFTBALL LEAGUE

is hereby 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 June A. D., 1978.



*Calvin Tuck*

Governor

By the Governor

*Heber Ladner*

Secretary of State

RESOLUTION

WHEREAS, there was held at 4:00 o'clock P. M. on the afternoon of June 15, 1978, at the office building located at 107 North Pine Street, in Natchez, Adams County, Mississippi, a meeting of the organization known as Natchez-Adams Girls Softball League, and

WHEREAS, after thorough discussion in said duly held meeting, the membership of said organization did designate members Dexter Byrd, Harry W. Williams, and A. I. Rexinger, all three being adult resident citizens of the State of Mississippi to apply for a Charter of Incorporation as a voluntary, non-profit corporation to be chartered by the State of Mississippi, and

WHEREAS, said meeting was called to order by said members, and member A. I. Rexinger was duly selected as temporary acting chairman of the meeting, and Edwin E. Benoist, Jr. was duly selected as temporary secretary of said meeting, and the following motion was made and seconded:

"BE IT MOVED that the organization known as Natchez-Adams Girls Softball League be incorporated under the laws of the State of Mississippi as a voluntary, non-profit corporation, and that Dexter Byrd, Harry W. Williams, and A. I. Rexinger be duly authorized to apply for a charter from the State of Mississippi and in accordance with the laws of the State of Mississippi", and

WHEREAS, after discussion and deliberation on the question, said motion was called to vote by the acting temporary chairman, A. I. Rexinger, and said motion was unanimously passed:

THEREFORE, BE IT RESOLVED by the membership of Natchez-Adams Girls Softball League that a Charter of Incorporation of said organization be applied for in the name of "Natchez-Adams Girls Softball League", said organization to domiciled at 108 Hammett

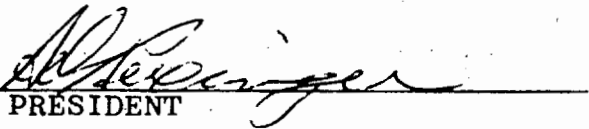


Street, Natchez, Mississippi.


CERTIFICATE

I, A. I. Rexinger, Chairman of the Board of Directors of Natchez-Adams Girls Softball League do hereby certify the the above and foregoing Resolution is a true and correct copy of a certain Resolution adopted by the Board of Directors and membership of Natchez-Adams Girls Softball League in a meeting assembled on the 15th day of June, 1978, in Natchez, Adams County, Mississippi.

WITNESS my signature this the 19th day of June, 1978.

  
PRESIDENT

ATTEST:

  
Acting Secretary

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

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

## THE CHARTER OF INCORPORATION OF

1. The corporation title of said company is:

Natchez-Adams Girls Softball League

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
Dexter Byrd	108 Hammett Street	Natchez,	Miss.
Harry W. Williams	211 John Glenn Drive	Natchez,	Miss.
A. I. Rexinger	107 N. Pine Street	Natchez,	Miss.

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

3. The domicile is at 108 Hammett Street - Natchez, Mississippi 39120

(Street and No.)

(City)

(State)

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

This Corporation will be a non-profit corporation, with no shares of stock to be issued and will be organized as a non-profit civic improvement society corporation under the laws of the State of Mississippi.

5. Period of existence shall be perpetual.

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

The general purpose for which this corporation is created is to maintain, operate and control a youth softball program for girls ages 8 years to ages 18, and to conduct softball games and other incidental activities relative to such program for the improvement of the physical, mental and moral condition of such youth and to provide a recreational outlet for as many girls as possible; to acquire, hold, operate and dispose of any and all privileges, rights and franchises and concessions; and to buy, sell, lease, mortgage and exchange any and all real and personal property which may be necessary, advantageous and proper in the conduct of the business of the Corporation.

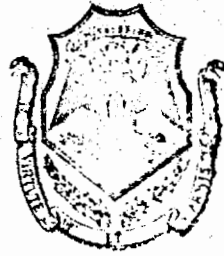
The rights and powers which may be exercised by this Corporation, in addition to the foregoing, are those conferred by Section 79-11-1, et seq, Code of Mississippi of 1972, Annotated, and amendments thereto.



BOOK 245 PAGE 548

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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*

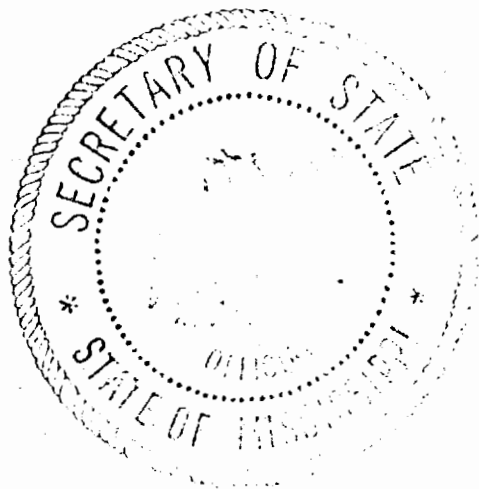
THE CITY OF LAUREL, MISSISSIPPI

*was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in PHOTOSTAT BOOK NUMBER TWO HUNDRED AND FORTY-FIVE, PAGES 549 - 567*

*Given under my hand and Seal  
of office herunto affixed, this  
28th Day Of June, 1978*

*Heber Ladner*

SECRETARY OF STATE



REPORT OF THE ELECTION COMMISSIONERS OF THE CITY OF LAUREL, JONES COUNTY, MISSISSIPPI, ON RESULT OF SPECIAL ELECTION HELD IN THE CITY OF LAUREL, JONES COUNTY, MISSISSIPPI, TUESDAY, JUNE 6, 1978.

TO THE HONORABLE MAYOR AND CITY COMMISSIONERS OF THE CITY OF LAUREL, MISSISSIPPI:

The undersigned Election Commissioners of the City of Laurel, Jones County, Mississippi, in compliance with the Mississippi Code, hereby respectfully certify to the said Mayor and Board of Commissioners of the City of Laurel, Mississippi, that there was held in the City of Laurel, a Municipality, Jones County, Mississippi, on Tuesday, June 6, 1978, a special election to determine whether or not the City of Laurel shall amend Section 2 of the Charter of the City of Laurel, Mississippi, so as to increase the salaries of the Mayor and Commissioners.

That said election was held under our supervision and within the hours fixed by law for holding the same; that we canvassed the returns of said election and unanimously report the result of said election as follows:

For the amendment 2,774 votes  
Against the amendment 2,439 votes

We certify that no other votes were cast for any purpose whatsoever, but the said above stated was by us declared approved.

Witness our signatures on this the 7th day of June, A. D., 1978.

Sworn to and subscribed before me in the City of Laurel, Jones County, Mississippi, on this the 7th day of June, 1978.

*Jean H. Higginbotham*  
Notary Public

CITY OF LAUREL ELECTION COMMISSION

*Cecil W. McInvalc*  
Cecil W. McInvalc, Chairman  
*W. E. "Teck" Jones*  
W. E. "Teck" Jones, Member  
*John B. Wood*  
John B. Wood, Member

BY COMMISSIONER EXPIRES  
OCTOBER 31, 1978

STATE OF MISSISSIPPI

COUNTY OF JONES

CITY OF LAUREL

I, Jolyn Sellers, the duly appointed, qualified and acting City Clerk of the City of Laurel, do hereby certify that the foregoing is a true and exact copy of the Report of the Election Commissioners of the City of Laurel, Jones County, Mississippi, on result of special election held on June 6, 1978.

Witness my signature and official seal of office on this the 13th day of June, A. D., 1978.



*Jolyn Sellers*  
\_\_\_\_\_  
City Clerk

RESOLUTION

WHEREAS, pursuant to Section 21-5-15, Mississippi Code 1972, Annotated, the Mayor and Board of Commissioners of the City of Laurel, Laurel, Mississippi, have adopted Ordinance No. 811-1978 increasing the salaries of the Mayor and Commissioners as set forth in said Ordinance; and

WHEREAS, said Ordinance has been published in the manner provided by law; and

WHEREAS, said Ordinance has been submitted to the qualified electors of the City of Laurel, Mississippi, for their approval or disapproval at a special election held for that purpose on June 6, 1978, in the manner provided by law; and

WHEREAS, the Election Commissioners of the City of Laurel have canvassed the returns of said election and have certified the returns to the Mayor and Board of Commissioners; and

WHEREAS, said Election Commissioners have reported that a majority of the qualified electors of the City of Laurel, Mississippi, voting at said special election, have approved said Ordinance and that the official returns of said special election, have approved said Ordinance and that the official returns of said special election are as follows, to wit:

FOR 2,774

AGAINST 2,439

WHEREAS, the Mayor and Board of Commissioners find and determine that Ordinance No. 811-1978 was published in the manner provided by law; and that notice of the special election held on June 6, 1978 was given in the manner and form required by law, to-wit: Mississippi Code of 1972 Annotated, Section 21-5-15; and that a majority of the qualified electors voting at said election have approved said Ordinance.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Board of Commissioners of the City of Laurel, Mississippi, in meeting assembled, that the report of the Election Commissioners of the

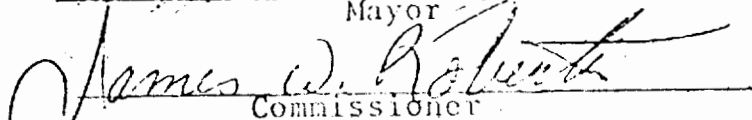


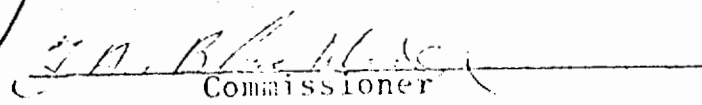
City of Laurel on the special election held on June 6, 1978, on the question of the approval or disapproval of Ordinance No. 811-1978 of the City of Laurel, Mississippi, be, and the same is hereby, accepted, approved and adopted in every respect;

BE IT FURTHER RESOLVED that, pursuant to Section 21-5-15, Mississippi Code 1972 Annotated, Ordinance No. 811-1978, be, and the same is hereby declared to be ratified by the majority of the qualified electors voting at a special election held on June 6, 1978, for such purpose, and is hereby declared to be a valid and binding ordinance of the City of Laurel, Mississippi.

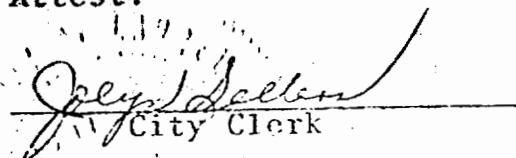
ADOPTED this the 13th day of June, 1978, in meeting assembled.

  
\_\_\_\_\_  
Mayor

  
\_\_\_\_\_  
Commissioner

  
\_\_\_\_\_  
Commissioner

Attest:

  
\_\_\_\_\_  
City Clerk

SEAL

## ORDINANCE NO. -811-1978

AN ORDINANCE AMENDING SECTION 2 OF THE CHARTER OF THE CITY OF LAUREL, MISSISSIPPI, SO AS TO INCREASE THE SALARIES OF THE MAYOR-COMMISSIONER AND THE COMMISSIONERS; AND CALLING AND PROVIDING FOR THE HOLDING OF AN ELECTION THEREON.

WHEREAS, the Mayor and Commissioners have been requested to call a special election in the City of Laurel to submit to the voters a proposal to raise the salaries of the Mayor and Commissioners;

WHEREAS, the Mayor and Commissioners have determined that the present salaries of the Mayor and Commissioners are inadequate and not commensurate with the duties and responsibilities of these positions;

WHEREAS, the Mayor and Commissioners have determined that there are more than three months between the date of the election herein proposed and the date of the next regular election for municipal officers;

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND BOARD OF COMMISSIONERS OF THE CITY OF LAUREL, MISSISSIPPI, AS FOLLOWS,  
TO-WIT:

SECTION 1. That Section 2 of the Charter of the City of Laurel, Mississippi, as amended be and the same is hereby amended to read as follows:

"SECTION 2. That the Governing Body of the City of Laurel, Mississippi, as now provided by law, shall consist of three Commissioners elected from the Municipality at large without regard to ward lines and in accordance with the provision of Chapter 223 of the Laws of Mississippi of 1932, as amended by Chapter 286 of the Laws of Mississippi of 1940, one of whom shall as now provided by law be voted for and elected as Mayor. The Mayor-Commissioner and the

said Commissioners shall each be required to devote during each day, not less than eight hours to the discharge of his duty as such in the service of the City of Laurel, Mississippi, and the salary of the said Mayor-Commissioner and each of the said Commissioners shall be as follows, to-wit: The salary of the Mayor-Commissioner shall be Eighteen Thousand Dollars (\$18,000.00) per annum payable in semi-monthly installments of Seven Hundred Fifty Dollars (\$750.00) each; the salary of each of the Commissioners shall be Fifteen Thousand Six Hundred Dollars (\$15,600.00) per annum, payable in semi-monthly installments of Six Hundred Fifty Dollars (\$650.00) each; that the said Commissioners and each of them shall be required to enter into bond as required by law before entering upon the discharge of their respective duties. The said bonds may be executed by legal surety companies and shall be in the sum of Five Thousand Dollars (\$5,000.00) each, conditioned according to law. All premiums on such bonds shall be paid by the Municipality and said bonds shall be conditioned for the faithful discharge of all duties as Commissioners and against malfeasance of office. The bonds shall be filed with and accepted by the Governor, who shall immediately after acceptance issue a commission to each of the Commissioners."

SECTION 2. That this Ordinance be submitted to the qualified electors of the City of Laurel, Mississippi, at a special election for approval or disapproval as hereinafter set forth. That should a majority of the qualified electors of said city voting in the said special election vote for the approval of this Ordinance, the same shall become effective and be in full force and effect from and after the first day of July, 1978, should a majority of the qualified electors of the said city voting in the aforementioned special election vote against the approval of this ordinance, the same shall not be in force nor become effective.

SECTION 3. That a special election shall be, and the same is hereby called and ordered to be held within the said City of Laurel on Tuesday, June 6, 1978, for the purpose of submitting to the qualified electors of the said City, the proposition set forth in the form of notice of election as contained in Section 5 of this Ordinance.

SECTION 4. That the said special election shall be held at the polling places designated and set forth in notice of election as contained in Section 5 of this Ordinance. The polling places for said election shall be opened at the hour of 7 o'clock in the morning, and shall be kept open until the hour of 6 o'clock in the evening on the aforesaid date, and all qualified electors of this city will be entitled to vote in the said election.

SECTION 5. That the City Clerk shall cause notice of said election to be published in the Laurel Leader Call, a newspaper published in the said city and having a general circulation therein, for ten (10) days preceding such election, the last notice to appear not more than one week next prior to the date of the election. The said notice shall be in substantially the following form, to-wit:

NOTICE OF SPECIAL ELECTION TO BE HELD  
 IN THE CITY OF LAUREL, MISSISSIPPI, ON  
 JUNE 6, 1978, TO DETERMINE IF THE SAID  
 CITY SHALL AMEND ITS CHARTER TO RAISE  
 THE SALARIES OF THE MAYOR COMMISSIONER  
 AND THE COMMISSIONERS OF SAID CITY.

Notice is hereby given to the qualified electors of the City of Laurel, Mississippi, that a special election will be held in said City on Tuesday, the 6th day of June, 1978, for the purpose of submitting to the qualified electors of the said city the following proposition, to-wit:

Shall Section 2 of the Charter of the City of Laurel, Mississippi, be amended to read as follows:

"SECTION 2. That the Governing Body of the City of Laurel, Mississippi, as now provided by law, shall consist of three Commissioners elected from the Municipality at large without regard to ward lines and in accordance with the provision of Chapter 223 of the Laws of Mississippi of 1932, as amended by Chapter 286 of the Laws of Mississippi of 1940, one of whom shall as now provided by law be voted for and elected as Mayor. The Mayor-Commissioner and the said Commissioners shall each be required to devote during each day, not less than eight hours to the discharge of his duty as such in the service of the City of Laurel, Mississippi, and the salary of the said Mayor-Commissioner and each of the said Commissioners shall be as follows; to-wit: The salary of the Mayor Commissioner shall be Eighteen Thousand Dollars (\$18,000.00) per annum payable in semi-monthly installments of Seven Hundred Fifty Dollars (\$750.00) each; the salary of each of the Commissioners

shall be Fifteen Thousand Six Hundred Dollars (\$15,600.00) per annum, payable in semi-monthly installments of Six Hundred Fifty Dollars (\$650.00) each; that the said Commissioners and each of them shall be required to enter into bond as required by law before entering upon the discharge of their respective duties. The said bonds may be executed by legal surety companies and shall be in the sum of Five Thousand Dollars (\$5,000.00) each, conditioned according to law. All premiums on such bonds shall be conditioned for the faithful discharge of all duties as Commissioner and against malfeasance of office. The bonds shall be filed with and accepted by the Governor, who shall immediately after acceptance issue a commission to each of the Commissioners."

The said election will be held at the following polling places within the said City, to-wit:

1. Courthouse, Fifth Avenue
2. 26th Street Fire Station, 26th Street
3. Lynn Keyes Fire Station, Meridian Avenue
4. Lamar Elementary School, Fifteenth Street
5. Sandy Gavin School, Madison Avenue
6. William H. Mason Elementary School, Old Bay Springs Road
7. Anthony's Florist, 2019 First Avenue
8. National Guard Armory, Ellisville Boulevard
9. Prentiss Elementary School, Sixth Street
10. Oak Park School, 114 Tyler Avenue
11. Stone Deavours Elementary School, Beacon Street

12. Nora Davis School, Amaranth Avenue
13. Maddox School, 16th Avenue
14. Burrow Building, 128 Central Avenue

The polls of said elections will be opened at the hour of 7 o'clock in the morning, and will be kept open until the hour of 6 o'clock in the evening of the aforesaid date, and the said election will be held and conducted, as far as practicable, in accordance with the laws regulating general elections in the State of Mississippi and in the City of Laurel.

All qualified electors of the said City of Laurel, Mississippi, will be entitled to vote in the said election.

By order of the Mayor and Board of Commissioners of the City of Laurel, Mississippi, this the 25th day of April, 1978.



J. S. Sellen  
CITY CLERK

SECTION 6. That the said special election shall be held and conducted by the Election Commissioners within and for the said City of Laurel, and shall be conducted, as far as practicable, in accordance with the laws regulating general elections in the State of Mississippi and in the City of Laurel. When the said Election Commissioners shall have received the returns of said election and ascertained the results thereof, they shall, after having canvassed the same, forthwith make return thereof to the Mayor and Board of Commissioners of the City of Laurel by filing with said Mayor and Board of Commissioners a report setting forth their action in the holding of said election and the result thereof.

SECTION 7. That the ballots to be used at the said special election shall be in substantially the following form, to-wit:

OFFICIAL BALLOT

SPECIAL ELECTION

CITY OF LAUREL

JONES COUNTY, MISSISSIPPI

Tuesday, the 6th day of June, 1978

PROPOSITION

Shall Section 2 of the Charter of the City of Laurel, Mississippi, be amended to read as follows:

"SECTION 2. That the Governing Body of the City of Laurel, Mississippi, as now provided by law, shall consist of three Commissioners elected from the Municipality at large without regard to ward lines and in accordance with the provision of Chapter 223 of the Laws of Mississippi of 1932, as amended by Chapter 286 of the Laws of Mississippi



of 1940, one of whom shall as now provided by law be voted for and elected as Mayor. The Mayor-Commissioner and the said Commissioners shall each be required to devote during each day, not less than eight hours to the discharge of his duty as such in the service of the City of Laurel, Mississippi, and the salary of the said Mayor-Commissioner and each of the said Commissioners shall be as follows, to-wit: the salary of the Mayor-Commissioner shall be Eighteen Thousand Dollars (\$18,000.00) per annum payable in semi-monthly installments of Seven Hundred Fifty Dollars (\$750.00) each; the salary of each of the Commissioners shall be Fifteen Thousand Six Hundred Dollars (\$15,600.00) per annum payable in semi-monthly installments of Six Hundred Fifty Dollars (\$650.00) each; that the said Commissioners and each of them shall be required to enter into bond as required by law before entering upon the discharge of their respective duties. The said bonds may be executed by legal surety companies and shall be in the sum of Five Thousand Dollars (\$5,000.00) each, conditioned according to law. All premiums on such bonds shall be paid by the Municipality and said bonds shall be conditioned for the faithful discharge of all duties as Commissioners and against malfeasance of office. The bonds shall be filed with and accepted by the Governor, who shall immediately after acceptance issue a commission to each of the Commissioners."

FOR THE AMENDMENT

AGAINST THE AMENDMENT

(Place a cross / x / or check mark / v / opposite your choice on the proposition.)

On the reverse of each ballot there shall be printed substantially the following:

OFFICIAL BALLOT  
SPECIAL ELECTION

CITY OF LAUREL, JONES COUNTY, MISSISSIPPI

Tuesday, June 6, 1978

\_\_\_\_\_ Precinct

SECTION 8. That the City Clerk be, and she is hereby authorized and directed forthwith to prepare a true and correct copy of this resolution, and to certify the same to the Election Commissioners within and for the City of Laurel, Mississippi, as and for their warrant and authority for holding said election as herein provided and as required by the Laws of the State of Mississippi, and Cecil W. McInvale shall be hereby designated as the Election Commissioner whose duty it will be to have the ballots for said election prepared.

SECTION 9. That the City Clerk shall cause a true and certified copy of this Ordinance to be published for ten days in the Laurel Leader Call, a newspaper published and having a general circulation in said City.

The foregoing Ordinance having been first reduced to writing was read and voted upon, adopted, and passed section by section, then as a whole by aye and nay vote. The vote on final passage reads as follows: Those voting aye: Mayor Patrick,  
Commissioner Roberts and Commissioner Blackledge ;  
Those voting nay: None .

Adopted and approved on this the 25th day of April, 1978.

[Signature]  
MAYOR  
James W. Roberts  
COMMISSIONER

ATTENT: [Signature]

[Signature]  
COMMISSIONER

STATE OF MISSISSIPPI

COUNTY OF JONES

CITY OF LAUREL

I, JoIyn Sellers, the duly appointed, qualified and acting City Clerk of the City of Laurel, do hereby certify that the foregoing is a true and exact copy of Ordinance No. 811-1978, duly adopted by the Mayor and Board of Commissioners at its regular meeting held on Tuesday, April 25, 1978, and recorded in Minute Book No. 40, pages 230 through 254.

Witness my signature and official seal of office on this the 25th day of April, A. D., 1978.

  
\_\_\_\_\_  
City Clerk

(SEAL)

**LEGAL NOTICE**

**ORDINANCE NO. 811-1978**  
**AN ORDINANCE AMENDING SECTION 2 OF THE CHARTER OF THE CITY OF LAUREL, MISSISSIPPI, SO AS TO INCREASE THE SALARIES OF THE MAYOR-COMMISSIONER AND THE COMMISSIONERS; AND CALLING AND PROVIDING FOR THE HOLDING OF AN ELECTION THEREON.**

WHEREAS, the Mayor and Commissioners have been requested to call a special election in the City of Laurel to submit to the voters a proposal to raise the salaries of the Mayor and Commissioners;

WHEREAS, the Mayor and Commissioners have determined that the present salaries of the Mayor and Commissioners are inadequate and not commensurate with the duties and responsibilities of these positions;

WHEREAS, the Mayor and Commissioners have determined that there are more than three months between the date of the election herein proposed and the date of the next regular election for municipal officers;

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND BOARD OF COMMISSIONERS OF THE CITY OF LAUREL, MISSISSIPPI, AS FOLLOWS, TO-WIT:

**SECTION 1.** That Section 2 of the Charter of the City of Laurel, Mississippi, as amended be and the same is hereby amended to read as follows:

"SECTION 2. That the Governing Body of the City of Laurel, Mississippi, as now provided by law, shall consist of three Commissioners elected from the Municipality at large without regard to ward lines and in accordance with the provisions of Chapter 223 of the Laws of Mississippi of 1932, as amended by Chapter 286 of the Laws of Mississippi of 1940, one of whom shall as now provided by law be voted for and elected as Mayor. The Mayor-Commissioner and the said Commissioners shall each be required to devote during each day, not less than eight hours to the discharge of his duty as such in the service of the City of Laurel, Mississippi, and the salary of the said Mayor-Commissioner and each of the said Commissioners shall be as follows, to-wit: The salary of the Mayor-Commissioner shall be Eighteen Thousand Dollars (\$18,000.00) per annum payable in semi-monthly installments of Seven Hundred Fifty Dollars (\$750.00) each; the salary of each of the Commissioners shall be Fifteen Thousand Six Hundred Dollars (\$15,600.00) per annum, payable in semi-monthly installments of Six Hundred Fifty Dollars (\$650.00) each; that the said Commissioners and each of them shall be required to enter into bond as required by law before entering upon the discharge of their respective duties. The said bonds may be executed by legal surety companies and shall be in the sum of Five Thousand Dollars (\$5,000.00) each, conditioned according to law. All premiums on such bonds shall be paid by the Municipality and said bonds shall be conditioned for the faithful discharge of all duties as Commissioners and against malfeasance of office. The bonds shall be filed with and accepted by the Governor, who shall immediately after acceptance issue a commission to each of the Commissioners."

**SECTION 2.** That this Ordinance be submitted to the qualified electors of the City of Laurel, Mississippi, at a special election for approval or disapproval as hereinafter set forth. That should a majority of the qualified electors of said city voting in the said special election vote for the approval of this Ordinance, the same shall become effective and be in full force and effect from and after the first day of July, 1978, should a majority of the qualified electors of the said city voting in the aforementioned special election vote against the approval of this ordinance, the same shall not be in force nor become effective.

**SECTION 3.** That a special election shall be, and the same is hereby called and ordered to be held within the said City of Laurel, on Tuesday, June 6, 1978, for the purpose of submitting to the qualified electors of the said City the proposition set forth in the form of notice of election contained in Section 5 of this Ordinance.

**SECTION 4.** That the said special election shall be held at the polling places designated and set forth in notice of election as contained in Section 5 of this Ordinance. The polling places for said election shall be opened at the hour of 7 o'clock in the morning, and shall be kept open until the hour of 6 o'clock in the evening on the aforesaid date, and all qualified electors of this city will be entitled to vote in the said election.

**SECTION 5.** That the City Clerk shall cause notice of said election to be published in the Laurel Leader-Call, a newspaper published in the said city and having a general circulation therein, for ten (10) days preceding such election, the last notice to appear not more than one week next prior to the date of the election. The said notice shall be in substantially the following form, to-wit:

**NOTICE OF SPECIAL ELECTION TO BE HELD IN THE CITY OF LAUREL, MISSISSIPPI, ON JUNE 6, 1978, TO DETERMINE IF THE SAID CITY SHALL AMEND ITS CHARTER TO RAISE THE SALARIES OF THE MAYOR-COMMISSIONER AND THE COMMISSIONERS OF SAID CITY.**

Notice is hereby given to the qualified electors of the City of Laurel, Mississippi, that a special election will be held in said City on Tuesday, the 6th day of June, 1978, for the purpose of submitting to the qualified electors of the said city the following proposition, to-wit:

Shall Section 2 of the Charter of the City of Laurel, Mississippi, be amended to read as follows:

"SECTION 2. That the Governing Body of the City of Laurel, Mississippi, as now provided by law, shall consist of three Commissioners elected from the Municipality at large without regard to ward lines and in accordance with the provision of Chapter 223 of the Laws of Mississippi of 1932, as amended by Chapter 286 of the Laws of Mississippi of 1940, one of whom shall as now provided by law be voted for and elected as Mayor. The Mayor-Commissioner and the said Commissioners shall each be required to devote during each day, not less than eight hours to the discharge of his duty as such in the service of the City of Laurel, Mississippi, and the salary of the said Mayor-Commissioner and each of the said Commissioners shall be as follows, to-wit: The salary of the Mayor-Commissioner shall be Eighteen Thousand Dollars (\$18,000.00) per annum payable in semi-monthly installments of Seven Hundred Fifty Dollars (\$750.00) each; the salary of each of the Commissioners shall be Fifteen Thousand Six Hundred Dollars (\$15,600.00) per annum, payable in semi-monthly installments of Six Hundred Fifty Dollars (\$650.00) each; that the said Commissioners and each of them shall be required to enter into bond as required by law before entering upon the discharge of their respective duties. The said bonds may be executed by legal surety companies and shall be in the sum of Five Thousand Dollars (\$5,000.00) each, conditioned according to law. All premiums on such bonds shall be conditioned for the faithful discharge of all duties as Commissioner and against malfeasance of office. The bonds shall be filed with and accepted by the Governor, who shall immediately after acceptance

issue a commission to each of the Commissioners."

The said election will be held at the following polling places within the said City, to-wit:

1. Courthouse, Fifth Avenue
2. 26th Street Fire Station, 26th Street
3. Lynn Keyes Fire Station, American Avenue
4. Lamar Elementary School, Fifteenth Street
5. Sandy Gavin School, Madison Avenue
6. William H. Mason Elementary School, Old Bay Springs Road
7. Anthony's Florist, 2619 First Avenue
8. National Guard Armory, Filleville Boulevard
9. Brent St Elementary School, Sixth Street
10. Oak Park School, 114 Tyler Avenue
11. Marie Deavours Elementary School, Beach Street
12. Nora Davis School, Annapolis Avenue
13. Washington St. E. H. Avenue
14. Berrow, 1401 E. 1st. Central Avenue

The polls of said election will be opened at the hour of 7 o'clock in the morning, and will be kept open until the hour of 6 o'clock in the evening of the aforesaid date, and the said election will be held and conducted, as far as practicable, in accordance with the laws regulating general elections in the State of Mississippi and in the City of Laurel.

All qualified electors of the said City of Laurel, Mississippi, will be entitled to vote in the said election.

By order of the Mayor and Board of Commissioners of the City of Laurel, Mississippi, this the \_\_\_ day of \_\_\_\_\_, 1978

**CITY CLERK**

**SECTION 6.** That the said special election shall be held and conducted by the Election Commissioners within and for the said City of Laurel, and shall be conducted, as far as practicable, in accordance with the laws regulating general elections in the State of Mississippi and in the city of Laurel. When the said Election Commissioners shall have received the returns of said election and ascertained the results thereof, they shall, after having canvassed the same, forthwith make return thereof to the Mayor and Board of Commissioners of the City of Laurel by filing with said Mayor and Board of Commissioners a report setting forth their action in the holding of said election and the result thereof.

**SECTION 7.** That the ballots to be used at the said special election shall be in substantially the following form, to-wit:

**OFFICIAL BALLOT  
 SPECIAL ELECTION  
 CITY OF LAUREL  
 JONES COUNTY, MISSISSIPPI  
 Tuesday, the 6th day  
 of June, 1978  
 PROPOSITION**

Shall Section 2 of the Charter of the City of Laurel, Mississippi, be amended to read as follows:

"SECTION 2. That the Governing Body of the City of Laurel, Mississippi, as now provided by law, shall consist of three Commissioners elected from the Municipality at large without regard to ward lines and in accordance with the provision of Chapter 223 of the Laws of Mississippi of 1932, as amended by Chapter 286 of the Laws of Mississippi of 1940, one of whom shall as now provided by law be voted for and elected as Mayor. The Mayor-Commissioner and the said Commissioners shall each be required to devote during each day, not less than eight hours to the discharge of his duty as such in the service of the City of Laurel, Mississippi, and the salary of the said Mayor-Commissioner and each of the said Commissioners shall be as follows, to-wit: the salary of the Mayor-Commissioner shall be Eighteen Thousand Dollars (\$18,000.00) per annum payable in semi-monthly installments of Seven Hundred Fifty Dollars (\$750.00) each; the salary of each of the Commissioners shall be Fifteen Thousand Six Hundred Dollars (\$15,600.00) per annum payable in semi-monthly installments of Six Hundred Fifty Dollars (\$650.00) each; that the said Commissioners and each of them shall be required to enter into bond as required by law before entering upon the discharge of their respective duties. The said bonds may be executed by legal surety companies and shall be in the sum of Five Thousand Dollars (\$5,000.00) each, conditioned according to law. All premiums on such bonds shall be paid by the municipality and said bonds shall be conditioned for the faithful discharge of all duties as Commissioners and against Malfeasance of office. The bonds shall be filed with and accepted by the Governor, who shall immediately after acceptance issue a commission to each of the Commissioners."

**FOR THE AMENDMENT ( )  
 AGAINST THE AMENDMENT ( )**

(Place a cross / x / or check mark / v / opposite your choice on the proposition.)

On the reverse of each ballot there shall be printed substantially the following:

**OFFICIAL BALLOT  
 SPECIAL ELECTION  
 CITY OF LAUREL  
 JONES COUNTY, MISSISSIPPI  
 Tuesday, June 6, 1978  
 Precinct**

**SECTION 8.** That the City Clerk be, and she is hereby authorized and ordered forthwith to prepare a true and certified copy of this resolution and to certify the same to the Election Commissioners within and for the City of Laurel, Mississippi, as and for their warrant and authority for holding

said election as herein provided and as required by the Laws of the State of Mississippi, and Cecil W. McIntyre shall be hereby designated as the Election Commissioner whose duty it will be to have the ballots for said election prepared.

**SECTION 9.** That the City Clerk shall cause a true and certified copy of this Ordinance to be published for ten days in the Laurel Leader-Call, a newspaper published and having a general circulation in said City.

The foregoing Ordinance having been first reduced to writing, was read and voted upon, adopted, and passed section by section, then as a whole by aye and nay vote. The vote on final passage reads as follows: Those voting aye: Mayor Patrick, Commissioner Roberts and Commissioner Blackledge; Those voting nay: None.

Adopted and approved on this the 25th day of April, 1978.

W. L. Patrick, Jr.  
 Mayor  
 James V. Roberts  
 Commissioner  
 T. A. Blackledge  
 Commissioner

**ATTEST:  
 Jolyn Sellers  
 CITY CLERK  
 (SEAL)  
 STATE OF MISSISSIPPI  
 COUNTY OF JONES  
 CITY OF LAUREL**

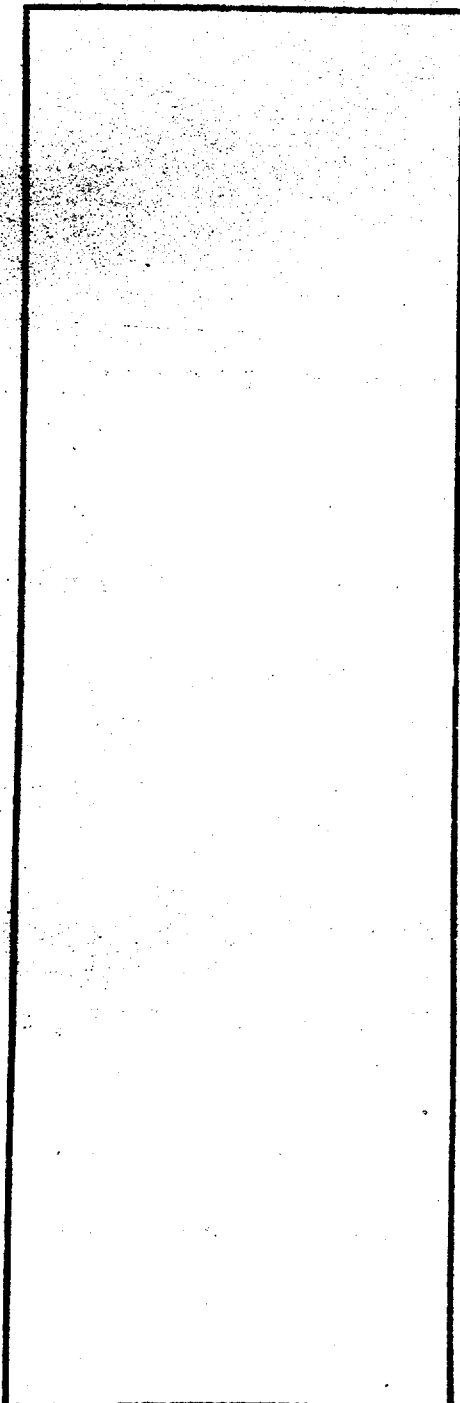
I, Jolyn Sellers, the duly appointed, qualified and acting City Clerk of the City of Laurel, do hereby certify that the foregoing is a true and exact copy of Ordinance No. 811-1978, duly adopted by the Mayor and Board of Commissioners at its regular meeting held on Tuesday, April 25, 1978, and recorded in Minutes Book No. 40, pages 230 through 234.

Witness my signature and official seal of office on this the 25th day of April, A.D., 1978.

Jolyn Sellers  
 City Clerk  
 (SEAL)  
 May 20, 22, 23, 24, 25, 26, 27, 29, 30,  
 31, 1978

# PROOF OF PUBLICATION

STATE OF MISSISSIPPI  
COUNTY OF JONES  
3rd DISTRICT



Personally came before me, the undersigned

Jessie L. Pickering

a Notary Public, in and for the County and State aforesaid,

Evelyn Seidenburg

who, being by me first duly sworn, states on oath that she is the

Legal Clerk

of the

LAUREL LEADER-CALL, a newspaper published in the City of  
Laurel, State and County aforesaid, and that publication of  
notice, a copy of which is hereto attached, has been made in

this paper Ten (10) times as follows:

- On the 20 day of May, 1978
- On the 22 day of May, 1978
- On the 23 day of May, 1978
- On the 24 day of May, 1978
- On the 25 day of May, 1978
- On the 26 day of May, 1978
- On the 27 day of May, 1978
- On the 29 day of May, 1978
- On the 30 day of May, 1978
- On the 31 day of May, 1978

Evelyn Seidenburg  
Affiant.

Sworn to and subscribed before me this 16th

day of June, A. D. 1978

Jessie L. Pickering  
Notary Public.

Printer's Fee - - - - - \$ \_\_\_\_\_

Furnishing Proof of Publication - - - \$ \_\_\_\_\_

Total - - - \$ \_\_\_\_\_

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# State of Mississippi

EXECUTIVE



OFFICE

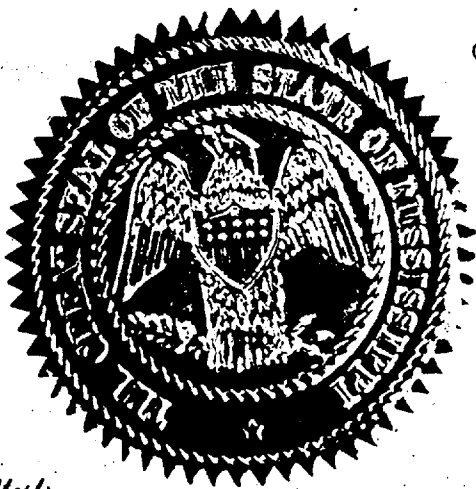
Jackson

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

BANK OF LUCEDALE

LUCEDALE, 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 27th day of June A.D., 1978.*

Attest:

*Heber Ladner*  
Secretary of State.

*Calvin Finch*  
Governor

# State of Mississippi

## Department of Bank Supervision



**JACKSON**

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

BANK OF LUCEDALE

LUCEDALE, 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*



June

19 78

JAMES H. MEANS  
State Comptroller

By: *Alanson V. Turnbough*  
Deputy STATE COMPTROLLER.  
Alanson V. Turnbough



At a called meeting of the Board of Directors of the Bank of Lucedale, held in the meeting room of said bank's main office on February 13, 1978. The following members were present: Douglas T. Luce, Sr., Dan W. Eubanks, Harell L. Tanner, D. Paul Cowart, T. A. Wilder, Jr., Grady W. Dunn, Lee M. Havard, W. W. McMillan, Benny R. Randall, R. C. Cook, Jr., and W. C. Reid. Dwain G. Luce was absent because of sickness.

Douglas T. Luce, Sr., President, occupied the chair and W.C. Reid acted as Secretary. The meeting was called to order and the minutes of the previous meeting were read. Upon a motion by W. W. McMillan, seconded by R. C. Cook, Jr. and carried, the minutes were unanimously approved.

Upon a motion by Harell L. Tanner, seconded by Grady W. Dunn and carried unanimously, the following Resolution was adopted to be presented to the stockholders on June 12, 1978, with any appropriate deletion or additions:

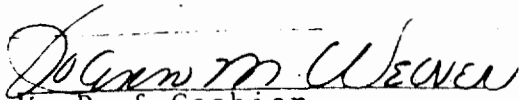
RESOLVED: That the plan to increase the common stock of the Bank of Lucedale, Lucedale, Mississippi from \$330,000.00 to \$412,500.00 by the declaration and issuance pro-rata to the holders of the outstanding common stock of the bank, as of June 12, 1978, a dividend in the sum of \$82,500.00 to be accomplished by the issuance of 16,500 additional shares of common stock of par value of \$5.00 per share, such new shares to be issued and delivered to the holders of common stock on the basis of 25 per cent per share for every issued outstanding share of stock. The restriction prohibiting issuance of fractional shares of stock shall be observed by granting to recipients the right to purchase the remaining balance of said fractional share or shares, or selling fractional share or shares at the election of the stockholder, but in any event, the recipient must elect to so purchase or sell such fractional share or shares within 30 days from the 1st day of July 1978, and if such election is not made, then and in that event said fractional share or shares will be sold at the market price as of the 1st day of July 1978 and the proceeds thereof transmitted to said recipient. It is also recommended that a committee be appointed to buy and distribute the aforementioned fractional shares as their own acts and deeds and not on behalf of the Bank of Lucedale, Lucedale, Mississippi. That the stock issued pursuant to this resolution shall possess the same rights, privileges and communities 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 inserting in lieu thereof the following:

### SECTION 3

The Capital Stock of this bank shall be Four Hundred Twelve Thousand Five Hundred (\$412,500.00) divided into 82,500 shares or the par value of Five Dollars (\$5.00) per share.

WE CERTIFY THIS TO BE A TRUE AND CORRECT COPY  
BANK OF LUCEDALE

  
V. P. & Cashier

Upon a motion by W. W. McMillan, seconded by R. C. Cook, Jr. and unanimously carried the following Insider Transaction was approved:

Insider: D. Paul Cowart  
 Position: Stockholder and Director  
 Nature: Floor plan line of credit up to \$112,000.00 on a six month basis at the rate of 8% - with provision to renew up to one year

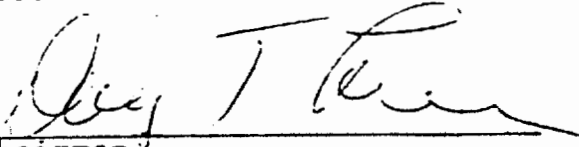
Upon a motion by R. C. Cook, Jr., seconded by Lee M. Havard and unanimously carried the following Insider Transaction was approved:

Insider: Dwain G. Luce, Douglas T. Luce, Sr., and Jex R. Luce, d/b/a Luce Packing Co., Inc.  
 Position: Stockholders and Directors  
 Nature: Loan to Tri State Pole and Piling Company for purchase of timber from Luce Packing Company, Inc. for \$94,000.00 for 90 days at the rate of 8% - with provision for renewal until timber is cut

Upon a motion by T. A. Wilder, Jr., seconded by W. W. McMillan, and unanimously carried, the meeting adjourned.

  
 Secretary

APPROVED

  
 Chairman

WE CERTIFY THIS TO BE A TRUE AND CORRECT COPY  
 BANK OF LUCEDALE

  
 V. P. & Cashier

STATE OF MISSISSIPPI  
COUNTY OF GEORGE

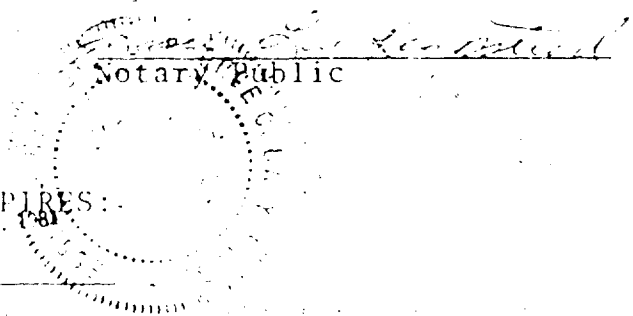
PERSONALLY APPEARED BEFORE ME  
THE UNDERSIGNED NOTARY PUBLIC IN AND FOR  
SAID COUNTY AND STATE, DOUGLAS T. LUCE, WHO  
BEING DULY SWORN SAYS THAT HE IS PRESIDENT  
OF THE BANK OF LUCEDALE, LUCEDALE, MISSISSIPPI,  
AND THAT NOTICE OF THE REGULAR MEETING OF  
STOCKHOLDERS OF SAID BANK TO BE HELD ON JUNE  
12, 1978, 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 BOOK 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.

*Douglas T. Luce*  
\_\_\_\_\_  
President

SUBSCRIBED AND SWORN TO BEFORE ME  
THIS 13th DAY OF JUNE, 1978.

*Douglas T. Luce*  
\_\_\_\_\_  
Notary Public

MY COMMISSION EXPIRES:  
My Commission Expires March 25, 1981



NOTICE OF STOCKHOLDERS ANNUAL MEETING

THE ANNUAL MEETING OF THE STOCKHOLDERS OF BANK OF LUCEDALE, LUCEDALE, MISSISSIPPI, FOR THE ELECTION OF DIRECTORS AND THE TRANSACTION OF ANY OTHER BUSINESS THAT MAY COME BEFORE THE MEETING WILL BE HELD AT THE MAIN OFFICE OF SAID BANK, AT 2:00 P.M., ON JUNE 12, 1978.

/S/ Jo Ann M. Weaver  
Cashier

IF YOU ARE UNABLE TO BE PRESENT AT THIS MEETING, PLEASE SIGN AND RETURN THE ATTACHED PROXY.

\*\*\*\*\*

P R O X Y

KNOW ALL MEN BY THESE PRESENTS, THAT I

\_\_\_\_\_ OF \_\_\_\_\_ DO HEREBY  
CONSTITUTE AND APPOINT \_\_\_\_\_ OR \_\_\_\_\_,

ATTORNEY AND AGENT FOR ME, AND IN MY NAME, PLACE AND STEAD TO VOTE AS MY PROXY, AT A MEETING OF STOCKHOLDERS OF BANK OF LUCEDALE, LUCEDALE, MISSISSIPPI, TO BE HELD AT THE OFFICE OF SAID CORPORATION, IN THE ABOVE NAMED CITY ON THE 12th DAY OF JUNE, A. D., 1978, 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 THE \_\_\_\_\_ DAY OF \_\_\_\_\_, A.D., 19 \_\_\_\_\_.

\_\_\_\_\_  
L.S.

IN PRESENCE OF  
\_\_\_\_\_

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

RESOLVED: THAT THE PLAN TO INCREASE THE COMMON STOCK OF THE BANK OF LUCEDALE, LUCEDALE, MISSISSIPPI FROM \$330,000.00 BY THE DECLARATION AND ISSUANCE PRO-RATE TO THE HOLDERS OF THE OUT-STANDING COMMON STOCK OF THE BANK, AS OF JUNE 12, 1978, A DIVIDEND IN THE SUM OF \$82,500.00 TO BE ACCOMPLISHED BY THE ISSUANCE OF 16,500 ADDITIONAL SHARES OF COMMON STOCK OF PAR VALUE OF \$5.00 PER SHARE, SUCH NEW SHARES TO BE ISSUED AND DELIVERED TO THE HOLDERS OF COMMON STOCK ON THE BASIS OF 25 PER CENT PER SHARE FOR EVERY ISSUED OUTSTANDING SHARE OF STOCK. THE RESTRICTION PROHIBITING ISSUANCE OF FRACTIONAL SHARES OF STOCK SHALL BE OBSERVED BY GRANTING TO RECIPIENTS THE RIGHTS TO PURCHASE THE REMAINING BALANCE OF SAID FRACTIONAL SHARE OR SHARES, OR SELLING THE FRACTIONAL SHARE OR SHARES AT THE ELECTION OF THE STOCKHOLDERS, BUT IN ANY EVENT, THE RECIPIENT MUST ELECT TO SO PURCHASE OR SELL SUCH FRACTIONAL SHARE OR SHARES WITHIN 30 DAYS FROM THE 1ST DAY OF JULY 1978, AND IF SUCH ELECTION IS NOT MADE, THEN AND IN THAT EVENT, SAID FRACTIONAL SHARE OR SHARES WILL BE SOLD AT THE MARKET PRICE AS OF THE 1ST DAY OF JULY 1978 AND THE PROCEEDS THEREOF TRANSMITTED TO SAID RECIPIENT. IT IS ALSO RECOMMENDED THAT A COMMITTEE BE APPOINTED TO BUY AND DISTRIBUTE THE AFOREMENTIONED FRACTIONAL SHARES AS THEIR OWN ACTS AND DEEDS AND NOT ON BEHALF OF THE BANK OF LUCEDALE, LUCEDALE, MISSISSIPPI.

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  
INSERTING IN LIEU THEREOF, THE FOLLOWING:

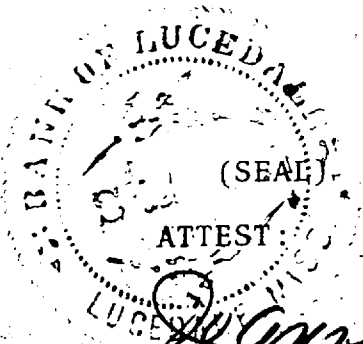
SECTION 3

The Capital Stock of this bank shall be  
Four Hundred Twelve Thousand Five Hundred  
(\$412,500.00) divided into 82,500 shares  
or the par value of Five Dollars (\$5.00) per  
share.

STATE OF MISSISSIPPI  
COUNTY OF GEORGE

I, THE UNDERSIGNED PRESIDENT OF THE BANK OF LUCEDALE, LUCEDALE, 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 REGULAR MEETING OF STOCKHOLDERS HELD ON THE 12th DAY OF JUNE, 1978, 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 LUCEDALE, LUCEDALE, MISSISSIPPI, THIS THE 13TH DAY OF JUNE, 1978.



*Roy T. Lewis*  
PRESIDENT

*W. M. Weaver*  
VICE-PRESIDENT & CASHIER

Received at the office of the Secretary of State, this the 23 day of June

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

*John Palmer*

SECRETARY OF STATE

Jackson, Miss..

June 27, 1978

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.

*A. J. Summer*  
ATTORNEY GENERAL

By *W. J. Coleman*  
Attorney General  
*Deputy*



# State of Mississippi

EXECUTIVE



OFFICE

Jackson

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

RANKIN COUNTY BANK  
BRANDON, 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 27th day of June A.D., 1978.*



Attest:

*Heber Ladner*  
Secretary of State.

*Calvin Finch*  
Governor

# State of Mississippi

## Department of Bank Supervision



**JACKSON**

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

RANKIN COUNTY BANK

BRANDON, 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*



June 19 78  
JAMES H. MEANS  
State Comptroller

By: *Alanson V. Turnbough*  
Deputy STATE COMPTROLLER  
Alanson V. Turnbough

A RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF RANKIN COUNTY BANK, AMENDING THE ARTICLES OF INCORPORATION TO INCREASE THE CAPITAL STOCK OF RANKIN COUNTY BANK.

(Excerpt from Minutes of Directors' Meeting held on June 13, 1978.)

RESOLVED, first that the capital stock of this bank be increased in the sum of ONE HUNDRED FORTY-EIGHT THOUSAND NINE HUNDRED, in the following manner, to-wit:

(a) By the declaration and issuance to the holders of outstanding common capital stock of a stock dividend in the issuance of 14,861 additional shares of common stock of the par value of \$10.00 per share, such new shares to be issued and delivered to the holders of common capital stock on the basis of one (1) additional share of common capital stock for each ten (10) shares of common capital stock standing in the name of each stockholder on the books of this bank as of June 16, 1978; and that such common capital stock dividend be issued out of the surplus and/or undivided profits of this bank.

(b) By the issuance and sale of 29 additional shares of common capital stock of the par value of \$10.00 per share; such additional shares to be sold at a price of \$110.00 per share, and in the issuance and sale of such additional 29 shares of said common capital stock, the shareholders of this bank shall have no preemptive rights, but same may be sold at said price, in such manner, as the Board of Directors of the bank may direct.

(c) The Board of Directors also authorized management to use the paid in surplus on the 29 shares to be sold to charge down furniture and fixtures in the amount of \$2,900.00 in order not to have that small amount of paid in surplus co-mingled with the Bank's earned surplus.

RESOLVED, second, that the Articles of Incorporation, as amended, be further amended in the following particulars:

That the Articles of Incorporation, as amended, be further amended by striking out Section 1 of Article 3 and inserting, in lieu thereof, the following:

"Article 3 (1) Amount, Classes and Shares of Capital Stock:

The amount of Capital Stock of the Corporation shall be \$1,635,000.00, divided into classes and shares as follows:

(a) \$1,635,000.00 par value of common capital stock divided into 163,500 shares of the par value of \$10.00 per share".

RESOLVED, third, that the officers of this bank be and they are hereby authorized and empowered to do and perform any and all acts in connection with (a) the issuance of 14,861 additional shares of common stock as a stock dividend, (b) the issuance and sale of said additional 29 shares of common stock to be sold; and (c) the completion of the aforesaid amendments to the Articles of Incorporation.

RESOLVED, fourth, that the above mentioned increase of capital stock and the amendment of the Charter be accomplished by the officers of this bank at any time prior to September 16, 1978.

RESOLVED, this 17th day of June, 1978.

STATE OF MISSISSIPPI  
COUNTY OF RANKIN

I, the undersigned President of the Rankin County Bank of Brandon, 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 meeting of the Board of Directors held on June 17, 1978, in accordance with by-laws of the bank, and I do further certify that the said resolution was adopted by a majority of the members of the Board of Directors.

IN TESTIMONY WHEREOF, witness my signature and seal of Rankin County Bank of Brandon, Mississippi, this 17th day of June, 1978.

W. F. Baker  
President

ATTEST

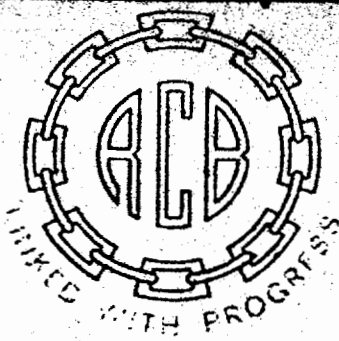
W. B. Baker  
Vice President

A RESOLUTION OF THE STOCKHOLDERS OF RANKIN COUNTY BANK PROVIDING THAT NO FRACTIONAL SHARES OF COMMON STOCK SHALL BE ISSUED IN CONNECTION WITH THE INCREASE THIS DAY AUTHORIZED IN THE COMMON CAPITAL STOCK OF RANKIN COUNTY BANK OR OTHERWISE.

BE IT RESOLVED by the Stockholders of Rankin County Bank that, in the issuance of the common stock dividend this day authorized, no fractional shares shall be issued, but warrants shall be issued indicating rights to fractional shares, which warrants shall be transferable and full shares shall be issued when and if the holders of said warrants may acquire or accumulate the same so as to be entitled to one (1) or more full shares, provided however, that all warrants not accumulated and used in the acquisition of full shares within sixty (60) days from the date thereof shall be cancelled by the President of this Bank and may be sold by the President to any person desiring to purchase same.

BE IT FURTHER RESOLVED that, in the future transfer of stock on the books of this Bank, no fractional shares shall be issued.

RESOLVED, this the 14th day of March, 1978.



Rankin  
County  
Bank

BOOK 245 PAGE 584

106 Government Street - P. O. Box 66 - Brandon, Mississippi 39042

D. F. CALFEE  
President

February 15, 1978

**TO THE STOCKHOLDERS OF RANKIN COUNTY BANK:**

The regular meeting of the stockholders of Rankin County Bank, Brandon, Mississippi, will be held on March 14, 1978, at two o'clock P. M. in the Director's Room in the main office at 106 Government Street in the City of Brandon, for the purpose of transacting the following business.

1. Fixing the number of Directors to be elected at Thirteen (13) and election of Directors for the current year.
2. To consider a resolution authorizing the Board of Directors, at it's discretion and if conditions warrant, (2) to increase the capital stock of the corporation at any time during the year 1978 by the declaration of a common stock dividend, with the source from which the dividend is derived subject to the approval of the State Comptroller; (b) to adopt an appropriate amendment to the Articles of Incorporation of the bank reflecting such increase; (c) to adopt an appropriate resolution regarding the issuance of warrants for fractional shares to avoid the issuance of any certificate for a fractional share.
3. The transaction of such other business as may properly come before said meeting.

Please sign and return the enclosed proxy even though you intend to attend the meeting as it is necessary that at least two-thirds of the outstanding shares of stock be voted in favor of these matters for them to be adopted.

We hope you will be present, and if you are, your proxy will be returned to you.

Sincerely,

D. F. Calfee  
President

DFC/fh  
Enclosure

PEARL BRANCH OFFICE - P. O. Box 5689, Jackson, Mississippi 39208  
PELAHATCHIE BRANCH OFFICE - Pelahatchie, Mississippi 39145

A RESOLUTION OF THE STOCKHOLDERS OF  
RANKIN COUNTY BANK AUTHORIZING THE  
BOARD OF DIRECTORS, AT ITS DISCRETION,  
TO DECLARE A STOCK DIVIDEND.

BE IT RESOLVED by the Stockholders of Rankin County Bank,  
that the Board of Directors of Rankin County Bank, is hereby  
authorized, at its discretion, (a) to increase the capital  
stock of the corporation at any time during the year 1978, by  
the declaration of a common stock dividend of 10% or such other  
amount as it deems advisable, with the source from which the  
dividend is derived subject to the approval of the State  
Comptroller; (b) to adopt an appropriate amendment to the  
Articles of Incorporation of the Bank, reflecting such in-  
crease; (c) to adopt an appropriate resolution regarding the  
issuance of warrants for fractional shares to avoid the issuance  
of any certificate for a fractional share.

RESOLVED this the 14th day of March, 1978.

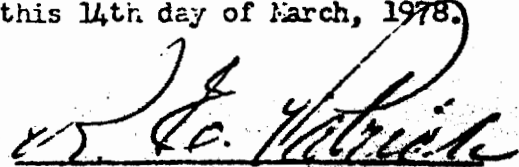
At a regular meeting of the stockholders of the Rankin County Bank, Brandon, Mississippi, held on the 14th day of March, 1978, the foregoing resolution was adopted by the following vote, representing more than two-thirds of the common stock of the bank outstanding, no preferred stock being outstanding.

Total number of shares of common stock outstanding	148,610
Total number of shares of common stock represented	135,117
Total number of shares of common stock voted in favor of the resolutions	135,117
Total number of shares of common stock voted against the resolution	None

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

  
Vice President & Cashier

Sworn to and subscribed before me, this 14th day of March, 1978.

  
Notary Public

My commission expires March 26, 1978 .

My Commission Expires March 26, 1978



AMENDMENTS TO ARTICLES OF INCORPORATION  
OF  
RANKIN COUNTY BANK

RESOLVED, first, that the capital stock of this bank be increased in the sum of ONE HUNDRED FIFTY-EIGHT THOUSAND NINE HUNDRED DOLLARS, in the following manner, to-wit:

(a) By the declaration and issuance to the holders of outstanding common capital stock of a stock dividend in the issuance of 14,861 additional shares of common stock of the par value of \$10.00 per share, such new shares to be issued and delivered to the holders of common capital stock on the basis of one (1) additional share of common capital stock for each ten (10) shares of common capital stock standing in the name of each stockholder on the books of this bank as of June 16, 1978; and that such common capital stock dividend be issued out of the surplus and/or undivided profits of this bank.

(b) By the issuance and sale of 29 additional shares of common capital stock of the par value of \$10.00 per share; such additional shares to be sold at a price of \$110.00 per share, and in the issuance and sale of such additional 29 shares of said common capital stock, the shareholders of this bank shall have no preemptive rights, but same may be sold at said price, in such manner, as the Board of Directors of the bank may direct.

(c) The Board of Directors also authorized management to use the paid in surplus on the 29 shares to be sold to charge down furniture and fixtures in the amount of \$2,900.00, in order not to have that small amount of paid in surplus co-mingled with Bank's earned surplus.

RESOLVED, second, that the Articles of Incorporation, as amended, be further amended in the following particulars:

That the Articles of Incorporation, as amended, be further amended by striking out Section 1 of Article 3 and inserting, in lieu thereof, the following:

"Articles 3 (1) Amount, Classes and Shares of Capital Stock:

The amount of Capital Stock of the Corporation shall be

\$1,635,000.00, divided into classes and shares as follows:

(a) \$1,635,000.00 par value of common capital stock divided into 163,500 shares of the par value of \$10.00 per share".

RESOLVED, third, that the officers of this bank be and they are hereby authorized and empowered to do and perform any and all acts in connection with (a) the issuance of 14,861 additional shares of common stock as a stock dividend, (b) the issuance and sale of said additional 29 shares of common stock to be sold; and (c) the completion of the aforesaid amendments to the Articles of Incorporation.

RESOLVED, fourth, that the above mentioned increase of capital stock and the amendment of the Charter be accomplished by the officers of this bank at any time prior to September 16, 1978.

RESOLVED, this 17th day of June, 1978.

Received at the office of the Secretary of State, this the 23<sup>rd</sup> day of June

A. D., 1978, together with the sum of \$ 20.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Palmer  
SECRETARY OF STATE.

Jackson, Miss.

June 27, 1978

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.

A. O. Sumner  
ATTORNEY GENERAL.  
By W. H. Coleman  
Deputy Attorney General.

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# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

CDGM, INC.

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 30th day of June A. D., 1978.

*Calvin Fischer*

Governor

By the Governor

*Heber Ladner*  
Secretary of State



Pursuant to proper notice, a meeting of the Association of Child Development Group of Mississippi (hereinafter, CDGM) Communities was held at 11:00 a.m., on June 19, 1978 in the Community Education Extension Conference Room, 418 South Gallatin Street, Jackson, Mississippi.

The meeting was called to order by Robert Hoskins, Acting Chairperson.

A roll was called and the meeting constituted nine (9) adult residents of the State of Mississippi.

A discussion was held surrounding the need to become incorporated as a non-profit corporation.

It was proposed that the Association of CDGM Communities establish a non-profit corporation under the laws of Mississippi to apply for loans, grants, donations, to promote the CDGM Federal Credit Union, and to promote and stimulate greater community awareness and participation in community improvement projects and programs via fund raising-profit generating functions by and for the participating counties of Hinds, Madison, Leake, Copiah, Rankin, Sharkey, Issaquena, Washington, Newton, Jasper, Smith, Jones, Stone, Kemper, Lowndes and Clay. Information concerning the proposed charter was fully discussed by the members and on a motion duly made, seconded, and unanimously carried, the following resolution was adopted.

#### RESOLUTION TO INCORPORATE

WHEREAS, the Association of CDGM Communities an unincorporated civic improvement association was organized in October 1969 for the purpose of planning for improvements in the communities, stimulating public awareness

and participation therein, developing a planning, research and evaluation capacity for community improvement, and to promote the CDGM Federal Credit Union in and for the communities in the counties of Hinds, Rankin, Madison, Leake, Copiah, Sharkey, Issaquena, Washington, Newton, Jasper, Smith, Jones, Stone, Kemper, Lowndes and Clay, and

WHEREAS, it is necessary and desirable to incorporate as a non-profit corporation in order to obtain the necessary financial resources for carrying out such projects, and

BE IT RESOLVED, that the Association of CDGM Communities secure a non-profit Charter of Incorporation from the State of Mississippi, and that Marshall H. Moore, Lynn Stapleton, and Robert McIntyre, all of whom are adult resident citizens of the State of Mississippi, be and are designated as Incorporators. Thus, the named persons are hereby authorized and directed to secure a Charter of Incorporation under the provisions of Section 5310.1 of the Mississippi Code of 1942, as amended, and House Bill 1335 of the 1968 Regular Session of the Legislature of the State of Mississippi, and are given full authority to do any and all things which may be necessary or convenient to secure issuance of such corporate charter including any changes or revisions, therein, that may be necessary or desirable to its acceptance.

Adopted by the Association of CDGM Communities on June 19, 1978.

The undersigned, being duly appointed secretary of the Association of CDGM Communities, an unincorporated association, does hereby certify that the above is a true copy of the minutes and Resolution to Incorporate adopted at the meeting of said association held on June 19, 1978 at 11:00 a.m., Jackson Mississippi.

Witness by hand this 29 day of June 1978

William Lee Davis  
Secretary

STATE OF MISSISSIPPI )  
SS.  
COUNTY OF HINDS )

Sworn and subscribed before me this 29 day of

June 1978

Curtis A. ...  
Notary Public

My Commission Expires:

My Commission Expires Oct. 1, 1977





CHARTER OF INCORPORATION OF  
ASSOCIATION OF CDGM COMMUNITIES

BOOK 245 PAGE 595

ARTICLE I.

The corporate title of said corporation is CDGM, INC.

ARTICLE II.

The names and addresses of the incorporators are:

Mr. Marshall H. Moore, Rt. 3, Box 189, Newton, Mississippi

Mr. Lynn Stapleton, Rt. 2, Box 80, Brandon, Mississippi

Mr. Robert McIntyre, Rt. 3, Box 167-T, Brandon, Mississippi

all of whom are adult resident citizens of the State of Mississippi, and are members of the organization.

ARTICLE III.

The domicile is 418 South Gallatin Street, Jackson, Mississippi 39203.

ARTICLE IV.

The corporation is non-profit and no shares of stock shall be issued. It is Civic Improvement Corporation created and organized under Section 5310.1 of the Mississippi Code of 1942, recompiled and related statutes, and pursuant to House Bill 1335 of the 1968 Regular Session of the Legislatures of the State of Mississippi.

The said corporation shall be composed of members rather than stockholders. The conditions and regulations of membership and the rights and privileges of the classes of members shall be determined and fixed by the by-laws.

The number of directors on the permanent board shall be fixed by the by-laws. The incorporators named herein shall constitute the temporary board

and within thirty (30) days after the issuance of the Certificate of Incorporation; they and any other persons who are members of said corporation shall hold an organizational meeting for the purpose of accepting the Charter of Incorporation, electing officers, adopting by-laws, and taking such other action deemed necessary to protect the organization of and the corporation.

ARTICLE V.

The period of existence shall be perpetual.

ARTICLE VI.

- A. The purpose for which the corporation is created, not contrary to law and within its sphere and scope are:
1. To promote the CDGM Federal Credit Union.
  2. To promote public awareness, coordination, and participating in improving the communities.
  3. To plan, organize, direct and control projects and programs that will enhance community improvement and development within the boundary of the counties of Hinds, Madison, Leake, Copiah, Rankin, Sharkey, Issaquena, Washington, Newton, Jasper, Smith, Jones, Stone, Kemper, Lowndes and Clay.
- B. 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 which may be altered at pleasure, and to use the same by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

3. To purchase, receive, lease or otherwise acquire, own, hold, improve, develop, and use real and personal property, or any interest or right therein or appurtenant thereto, wherever situated;
4. To sell, convey, assign, mortgage, pledge, lease, exchange, or transfer all or any part of its properties or assets;
5. To purchase, receive, subscribe for, or otherwise, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any instrumentality thereof; provided however, that this section shall not be construed to grant to any corporation the power to create unlawful monopolies, trusts, or combinations in restraint of trade violation of the laws of this State or the United States;
6. To make contracts, incur liabilities, borrow money at such lawful rates of interest as the corporation shall determine, issue its notes, bonds, or other obligations, secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary; and, execute and deliver any mortgage, Deed of Trust, assignment of income or other security instrument in connection therewith;
7. To invest and reinvest its funds and take and hold real and personal property as security therefor;

8. To elect or appoint officers and agents of the corporation; define their duties, and fix their compensation; provided that no part of the income or assets of the corporation shall be distributed to nor inure to the benefit of any individual serving as a board member for the corporation;
9. To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of Mississippi, for the administration and regulation of the internal affairs of the corporation;
10. To make donations for public welfare or for charitable, scientific, or educational purposes;
11. To cease its corporate activities and surrender its corporate franchise, provided that none of the assets or property, in the event of the dissolution thereof, shall go or be distributed to members either for the reimbursement of any such sums subscribed, donated, or contributed by such members, or any other purpose; provided that nothing herein shall prohibit the corporation from paying its just debts;
12. To advise and assist within the sphere and scope of this non-profit corporation, any agency, public or private, in developing new projects and programs for and securing improvement in the communities;
13. To apply for, receive, and administer any grants or other assistance from any State, local or Federal agency, to plan, research, operate and evaluate existing and proposed programs in the communities and to develop, administer, and coordinate effective programs of technical and supervisory assistance to aid community agencies and

- other organizations, individuals, and groups in carrying out such projects and programs;
14. To apply for, receive, and administer any grants, donation, or other assistance from any governmental agency, private person, corporation, association, or charitable foundation to undertake planning, and operational projects and programs in the communities;
  15. To solicit and accept gifts and donations in money, materials, labor, property, or other tangibles and intangibles from any governmental agency, private individuals, associations, organizations, and corporations. The name shall be devoted to the use and benefit of the corporation in such matters as the members in their discretion may deem wise; provided, however, that such use must be for the purposes set out in the charter and by-laws;
  16. To do all things necessary and appropriate and have an exercise of all powers reasonably necessary to effectuate and carry out any or all of the foregoing purposes for which the corporation is organized.

#### ARTICLE VII.

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

## ARTICLE VIII.

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, it shall, after paying or making provision for the payment in full of all of its operating expenses, debt, obligations and other liabilities of the corporation of whatsoever kind and nature as they become due, dispose of all the business, property and assets of the corporation to such non-profit organization, organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding law), or in such manner as may be authorized or directed by a vote of the membership.

## INCORPORATORS

SIGNATURES:

Marsell T. Wood  
Lynn Stapleton  
Robert M. C. C. C.

STATE OF MISSISSIPPI )

SS:

COUNTY OF HINDS )

This day personally appeared before me, the undersigned authority: Monroe C. H. Hall, Lynn S. Stapleton, Robert McIntyre as incorporators of the corporation known as Association of CDGM, INC., who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this the 29 day of June 1978.

Curtis A. [Signature]  
NOTARY PUBLIC  
10/1/78  
MY COMMISSION EXPIRES

CERTIFICATE OF SECRETARY OF STATE

Received at the office of the Secretary of State this 30 day of June, 1978, 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, MS, June 30, 1978

CERTIFICATE OF ATTORNEY GENERAL

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.

A. F. SUMMER, ATTORNEY GENERAL

BY: [Signature]  
ASSISTANT ATTORNEY GENERAL

Jackson, MS, \_\_\_\_\_, 1978

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