

Articles of Incorporation

The undersigned, pursuant to Section 79-4-2.02 (if a profit corporation) or Section 79-11-137 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby executes the following document and sets forth:

1. Type of Corporation

Profit  Nonprofit  Articles of Incorporation attached

2. Name of the Corporation

LEE COUNTY FAMILIES FIRST, INC.

3. The future effective date is (Complete if applicable)

4. FOR NONPROFITS ONLY: The period of duration is years or perpetual

5. FOR PROFITS ONLY: The Number (and Classes) if any of shares the corporation is authorized to issue is (are) as follows

Table with 3 columns: Classes, # of Shares Authorized, and If more than one (1) class of shares is authorized, the preferences, limitations, and relative rights of each class are as follows:



6. Name and Street Address of the Registered Agent and Registered Office is

Name: JAMES HUGH RAY
Physical Address: 322 Jefferson Street
P.O. Box: P. O. Drawer 409
City, State, ZIP5, ZIP4: TUPELO MS 38802

7. The name and complete address of each incorporator are as follows

Name: JAMES HUGH RAY
Street: 322 Jefferson Street



⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ 8. Other Provisions  See Attached

9. Incorporators' Signatures (please keep writing within blocks)

ARTICLES OF INCORPORATION  
OF  
LEE COUNTY FAMILIES FIRST, INC.

ARTICLE I

The name of the corporation is "LEE COUNTY FAMILIES FIRST, INC."

ARTICLE II

Lee County Families First, Inc. (referred to hereafter as the "Corporation") is a non-profit corporation organized pursuant to the provisions of the Mississippi Nonprofit Corporation Act.

ARTICLE III

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, providing support for and promoting healthy families and a family centered community. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Sections 501 (a) and 501 (c) (3) of the Internal Revenue Code (referred to in these Articles as the "Code") or the corresponding sections of any future federal tax code and that it will qualify as other than a private foundation pursuant to Section 509 (a) (1) of the Code or the corresponding section of any future federal tax code; therefore, notwithstanding any other provisions of

these Articles, the Corporation shall never be authorized to engage in any activity except in furtherance of charitable and educational purposes and the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Sections 501 (a) and 501 (c) (3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2), 642, 2055 and 2522 of the Code or the corresponding sections of any future federal tax code.

#### ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of any individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be devoted to 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 or in opposition to any candidate for public office.

#### ARTICLE V

The Corporation shall have all of the powers conferred upon nonprofit corporations under the Mississippi Nonprofit Corporation Act or any future law governing nonprofit corporations in Mississippi except as otherwise provided in these Articles or in the Bylaws of the Corporation. The Corporation shall have the power and authority to accept gifts and

contributions, whether made by will or otherwise, in any form or property, but only if the objects specified by the testator or donor are within the objects and purposes of the Corporation and only with the approval of the Board of Directors of the Corporation.

#### ARTICLE VI

The Corporation shall continue in perpetuity unless it is dissolved pursuant to applicable provisions of the Mississippi Nonprofit Corporation Act or any future law governing nonprofit corporations in Mississippi. On such dissolution, directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable and educational purposes in such manner, or to such organization or organizations organized and operated exclusively for such purposes, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of Lee County, Mississippi, exclusively for such purposes to such organization or organizations organized and operated exclusively for such purposes as said Court shall determine. No distribution shall be made at any time to or for the benefit of any organization for other than a charitable or educational purpose.

#### ARTICLE VII

The Corporation shall have no capital stock and it shall have no shareholders nor members.

## ARTICLE VIII

The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than eighteen (18) and not fewer than fifteen (15) members. The Board of Directors shall meet quarterly or more frequently as provided in or pursuant to the Bylaws. All members of the Board of Directors shall be selected pursuant to the provisions of the Bylaws of the Corporation. The exact number, the method of selection and the term of directors, as well as any other qualifications for being a member of the Board of Directors, shall be as provided from time to time by or pursuant to the Bylaws of the Corporation.

The initial Board of Directors of the Corporation shall consist of seventeen (17) members who shall serve until the organizational meeting which shall constitute the first annual meeting of the Board of Directors of the Corporation. Their names and addresses are as follows:

Camille Reed Sloan  
1124 Belledeer  
Tupelo, MS 38801

Ronald Jerry Barham  
1000 Cleveland Street  
Tupelo, MS 38801

Charles Victor Chrestman  
6921 Hwy. 9 N.  
Blue Springs, MS 38828

Homerzell Jones Long  
P. O. Box 1485  
Tupelo, MS 38802

Michael Kelly Clayborne  
P. O. Box 1053  
Tupelo, MS 38802

Grace Louise Clark  
3990 Old Town Circle  
Tupelo, MS 38801

Randal Lee Collums  
6879 Hwy. 6 West  
Pontotoc, MS 38863

Van T. Stubbs  
1308 Country Wood Cove  
Tupelo, MS 38801

Michael Burnham Vinson  
P. O. Box 909  
Tupelo, MS 38802

Lynn J. C. Lindsey  
232 County Rd. 855  
Shannon, MS 38868

Lynda Lou Wildmon  
1208 Zentwood  
Tupelo, MS 38801

Hazel Deloris Eatmon  
1201 Joyner Avenue  
Tupelo, MS 38801

Harmon C. Pippin  
P. O. Box 714  
Salttillo, MS 38866

Shannon S. Johnston  
287 Lake Park Drive  
Tupelo, MS 38801

John Grayson Armistead  
P. O. Box 909  
Tupelo, MS 38802

William Ernest Kinsey  
797 Reeder Hill Rd.  
Pontotoc, MS 38863

Lillian Catherine Grace  
425 Magazine Street  
Tupelo, MS 38801

#### ARTICLE IX

The street address of the registered office of the Corporation is 322 Jefferson Street, Tupelo, Mississippi 38801 and the registered agent of the Corporation at such address is James Hugh Ray.

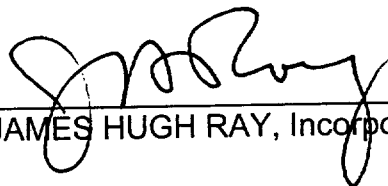
#### ARTICLE X

If the Corporation at any time becomes a private foundation within the meaning of Section 509 of the Code, then for the period at which it is a private foundation the Corporation shall expend its income at such time and in such manner as shall not subject it to tax under Section 4942 and it shall not engage in any act of self dealing taxable under Section 4941 nor shall it retain any excess business holdings taxable under Section 4943, nor shall the Corporation make any investment in such manner as to subject it to tax under Section 4944, nor make any taxable expenditure taxable under Section 4945 of the Code.

ARTICLE XI

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds (2/3) of the directors of the Corporation then in office as permitted in the Mississippi Nonprofit Corporation Act (or the corresponding provision of any future Mississippi Nonprofit Corporation Act).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
\_\_\_\_\_  
JAMES HUGH RAY, Incorporator



**HOLLAND, RAY, UPCHURCH & HILLEN**

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
P. O. DRAWER 409  
TUPELO, MISSISSIPPI 38802

SAM LUMPKIN (1908-1964)  
RALPH HOLLAND  
JAMES HUGH RAY  
ROBERT K. UPCHURCH  
REED HILLEN  
THOMAS A. WICKER  
MICHAEL D. TAPSCOTT  
DAVID W. UPCHURCH\*  
\*ALSO ADMITTED IN NC

May 20, 1998

322 JEFFERSON STREET  
601-842-1721  
FACSIMILE: 601-844-6413

Mr. Eric Clark  
Secretary of State  
P. O. Box 136  
Jackson, MS 39205-0136

RE: Lee County Families First, Inc.

Dear Mr. Clark:

For the above named entity, we enclose Articles of Incorporation in duplicate, together with our check in the amount of \$50.00 to cover filing fees.

Please return a "filed" copy of the Articles at your early convenience.

Very truly yours,

  
James Hugh Ray

JHR/lhr  
Enclosures