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

2. Name of the Corporation

The Two Lakes for Mississippi Foundation

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

   Classes  # of Shares Authorized
   ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐

   If more than one (1) class of shares is authorized, the preferences, limitations, and relative rights of each class are as follows:

   (See Attached)

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

   Name  C. Delbert Hosemann, Jr.

   Physical Address  Suite 500, Skytel Centre, 200 South Lamar Street

   P.O. Box  ☐ P.O. Box 23066

   City, State, ZIP5, ZIP4  ☐ Jackson  ☐ MS  ☐ 39225 - 3066

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

   Name  C. Delbert Hosemann, Jr.

   Street  Suite 500, Skytel Centre, 200 South Lamar 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)

C. Delbert Hosemann, Jr.

C. Delbert Hosemann Jr.
ATTACHMENT TO

ARTICLES OF INCORPORATION

OF

THE TWO LAKES OF MISSISSIPPI FOUNDATION

EIGHTH: The purposes for which the Corporation is organized are exclusively charitable, educational, scientific, and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law ("Code").

NINTH: Notwithstanding any other provisions 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 Code, or (b) by a corporation, as defined in Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

TENTH: No part of the net earnings of the non-profit corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ELEVENTH: Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.
TWELFTH: The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election or appointment, shall be provided in the bylaws.
March 21, 2000

VIA HAND DELIVERY

Honorable Eric Clark
Mississippi Secretary of State
Corporate Division
Post Office Box 136
Jackson, MS 39205-01361

Re: Articles of Incorporation

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for The Two Lakes for Mississippi Foundation for filing in your office. I have included a check for fees of $50.00. Please return the filed stamped copy to me for our records as soon as possible.

If you have any questions, please feel free to contact me.

Very truly yours,

[Signature]

Malinda Church
Legal Assistant

Enclosure

cc: C. Delbert Hosemann, Jr., Esq.