

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

MISSISSIPPI CORPORATION INFORMATION SYSTEM

Corporation Name:
THE MONTGOMERY INSTITUTE

Corp ID: 0692218
Filed: 09/20/2000 AT 8:00 A. M.

Filing Fee Receipt: \$50.00



SECRETARY OF STATE
P.O. Box 136
Jackson, MS 39205
(601) 359-1333

Eric Clark

ERIC CLARK
Secretary of State

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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 Montgomery Institute

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: Ronnie Walton

Physical Address: 1724-A 23rd Avenue

P.O. Box:

City, State, ZIP5, ZIP4: Meridian MS 39301

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

Name: William S. Crawford

Street: Meridian Community College, 910 Highway 19 North

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Articles of Incorporation



City, State, ZIP5, ZIP4 Meridian MS 39307 _5890

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)

[Signature: W. D. Crawford]

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**ARTICLES OF INCORPORATION
OF
THE MONTGOMERY INSTITUTE**

(A Nonprofit Corporation)

I.

The name of the corporation is "**The Montgomery Institute**" (the "Corporation").

II.

The Corporation is organized pursuant to the provisions of the Mississippi Nonprofit Corporation Act.

III.

The Corporation shall have perpetual duration.

IV.

A. The Corporation is a nonprofit corporation organized for the following exclusively charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"): to train and develop individuals in leadership skills, promote strategic thinking about and analysis of societal issues for the betterment of the community in the eastern portions of Mississippi and western portions of Alabama, and to develop and disseminate information designed to promote human and infrastructure development in the eastern portions of Mississippi and western portions of Alabama; to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively in furtherance of such charitable and educational purposes; and to engage in any lawful activities related to the foregoing that are consistent with the provisions of section 501(c)(3) of the Code.

B. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual as payments and distributions in furtherance of the purposes set forth in this Article IV. 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 Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055 and 2522 of the Code; therefore, notwithstanding any other provision in these Articles, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes

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for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170, 642, 2055 and 2522 of the Code. The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office, and the Corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code. The Corporation shall not discriminate in conducting its affairs against any person on the basis of race, color, national origin, sex, age, or religion.

C. To the extent that section 4942 of the Code is applicable to the Corporation, the directors shall cause the Corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the Corporation and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings which would subject the Corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the Corporation to tax under section 4945 of the Code.

V.

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon nonprofit corporations under the Mississippi Nonprofit Corporation Act, to be exercised solely in furtherance of the charitable purposes described in Article IV hereof. The Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the Corporation.

VI.

In the event of the dissolution of the Corporation, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed to, or assets shall be sold and the proceeds distributed to, another organization organized and operating the same or similar purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable, scientific, religious, literary or educational purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that

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time qualify either as a governmental organization operating for public purposes within the meaning of section 170(c)(1) of the Code or as a nongovernmental organization exempt from taxation under the provisions of section 501(c)(3) of the Code and described in section 170(c)(2) of the Code. In the event that for any reason upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Chancery Court of Lauderdale County, Mississippi shall make such distribution as herein provided upon the application of one or more persons having an interest in the Corporation or its assets.

VII.

The Corporation shall have no capital stock and it shall have no shareholders or members entitled to vote.

VIII.

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) and no more than fifteen (15) members. The exact number and the method of election of the members of the Board of Directors, as well as any 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, except that the number of the members of the initial Board of Directors is fixed by Article IX of these Articles of Incorporation.

IX.

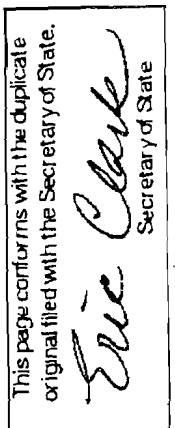
The initial Board of Directors of the Corporation shall consist of eight (8) members, who shall serve until the first annual meeting of the Board of Directors of the Corporation and whose names and addresses are as follows:

Mr. William S. Crawford
910 Highway 19 North
Meridian, MS 39307-5890

Mrs. Ricky Tucker
8343 Russell-Topton Road
Meridian, MS 39305

Mr. C.D. Smith
2310 7th Street
Meridian, MS 39301

Mr. Haskins Montgomery
P. O. Drawer S
Bay Springs, MS 39422



Mr. J.L. White
P. O. Box 216
DeKalb, MS 39328

Mrs. Toretha M. Johnson
P. O. Box 292
Butler, AL 36904

Mr. Bill May
205 East Church Street
Newton, MS 39345

Mr. Fred Blackledge
211 Ferrill Avenue
Quitman, MS 39355

X.

(a) No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Mississippi Nonprofit Corporation Act or any successor law or laws.

(b) The Corporation shall indemnify any director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation in which he or she was adjudged liable to the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against any expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed, in the case of conduct in his or her official capacity, to be in the best interest of the Corporation, and in all other cases, not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Mississippi Nonprofit Corporation Act or any successor law or laws.

(c) Expenses (including attorney's fees) incurred by a director, officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a director or officer and may, at the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he

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or she is not entitled to be indemnified by the Corporation pursuant to the Mississippi Nonprofit Corporation Act or any successor law or laws. Such expenses (including attorney's fees) may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.

XI.

The address of the initial registered and principal office of the Corporation is 1724-A 23rd Avenue, Meridian, Mississippi 39301 and the initial registered agent of the Corporation at such address is Ronnie Walton.

XII.

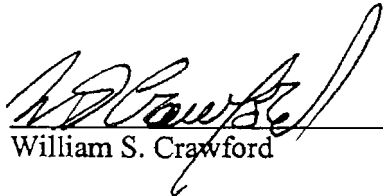
The name and address of the incorporator are:

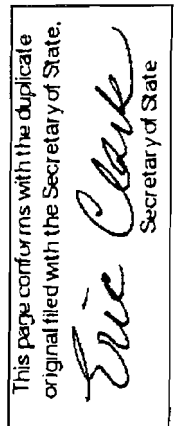
William S. Crawford
Meridian Community College
910 Highway 19 North
Meridian, MS 39307-5890

XIII.

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds of the directors of the Corporation then in office as permitted in the Mississippi Nonprofit Corporation Code (or the corresponding provision of any future Mississippi nonprofit corporation law); provided, however, that no amendment may be made which would cause the Corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code.

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


William S. Crawford



THE MONTGOMERY INSTITUTE

EIN: 64-0932080

FORM 1023

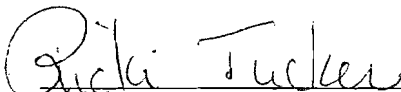
EXHIBIT "B"

Bylaws

SECRETARIAL CERTIFICATION

I, Ricki Tucker, duly appointed and currently acting Secretary of the Montgomery Institute, hereby certify that the attached Bylaws are the currently effective Bylaws of the Montgomery Institute.

Executed this 28 day of November, 2000.


Ricki Tucker, Secretary