

MINUTES OF A MEETING OF DELTA-PACE COMMUNITY ASSOCIATION, LTD.

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A meeting of adult residents of the Town of Pace, Mississippi and surrounding area was held at eight o'clock, a.m. on the second day of November, 1977, at 333 Hayden Avenue in the Town of Pace, Second Judicial District of Bolivar County, Mississippi. Adult residents present at the meeting included the following:

David Washington	Robert Towers
Frank Powell	Robert Leflore
Mildred Shelly	William Evans
Walter Tate	Eugene Williams
Otha Cleveland	Robert Taylor
Johnny F. Bradly, Jr.	Henry Knox
F. Lynn Pennington	

The meeting was called to order by Mayor Leflore, who acted as temporary chairman. Upon nominations duly made, seconded and unanimously approved, the following officers of the Association were elected:

David Washington	President
Johnny F. Bradly, Jr.	Secretary

The President stated that the purpose of the meeting was to consider forming an organization to be known as Delta-Pace Community Association, Ltd., a non-profit civic improvement society or organization for local development through charitable, scientific, literary and educational purposes.

Upon motion duly made and seconded, and after full discussion, all present voted unanimously that such an Association be formed for the purposes stated and that the Association be authorized to promote, establish, conduct, operate and maintain activities on its own behalf and to contribute to or otherwise assist other persons, organizations and institutions in initiating and carrying out any and all such activities for the purpose of civic improvement and local development, and that, in the furtherance of such purposes, the Association be authorized to solicit and receive funds and other property, real, personal and mixed, by gift, purchase, transfer, devise or bequests, and to invest, re-invest, hold, manage, administer, expend and apply such funds and property for the purposes aforesaid.

On motion duly made and seconded, and after discussion, all persons present voted unanimously that no part of the income, principal or assets of the Association shall inure to the benefit of, or be distributed to, any member, directory or officer of the Association during its existence, or upon its liquidation, but that reimbursement for expenditures or the payment of reasonable compensation for salaries rendered shall not be considered a distribution of income, principal or assets of the Association.

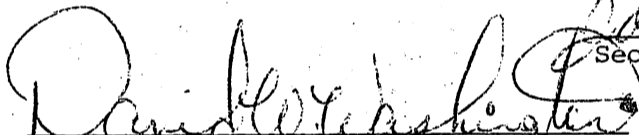
Upon motion duly made and seconded, following discussion of the motion, it was unanimously voted by all present that the Association shall not carry on any program of propaganda or otherwise attempt to influence legislation nor engage in any political campaign relating to the candidacy of any person, or otherwise.

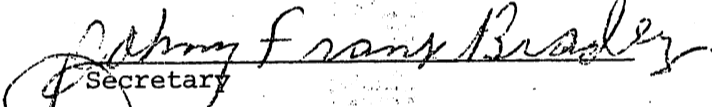
The President suggested that it would be desirable for the Association to become a non-profit corporation under the laws of the State of Mississippi, and upon motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED that Mayor Leflore, David Washington and Johnny F. Bradly be and they hereby are authorized to make application to the Secretary of the State of Mississippi for a Charter of Incorporation under the laws of the State of Mississippi for the purposes aforesaid to be known as Delta-Pace Community Association, Ltd., and

BE IT FURTHER RESOLVED that the above named persons be and they hereby are authorized to act as incorporators of said non-profit corporation and to do any and all things necessary and proper to obtain such Charter of Incorporation and to organize said non-profit corporation."

There being no further business, the meeting was adjourned.

  
President

  
Secretary

the growth and development of business, economic, social and cultural concerns.

2. To have and implement the primary objective of benefiting the aforesaid Pace community area by providing a means or mechanism for community decisions to be made and by providing an agency to initiate, supervise and coordinate various programs and activities for the promotion of the economic, social and cultural development of said community, including but not limited to increased employment, business volume, individual and community pride, initiative, resourcefulness, cooperation and independence.

3. To promote, establish, implement, operate and maintain a program for the development of entrepreneurship among the people within the aforesaid area and its environs, to assist, financially and otherwise, them in the organization and establishment of business enterprises of their own, and to make such contracts, agreements or arrangements with the United States Small Business Administration or with with such private or public agencies as may be deemed appropriate for the purpose of providing financial assistance to persons with ideas of merit who desire to establish their own business enterprises.

4. To purchase, lease, hold, sell, develop, mortgage, convey, receive by gift, donation or otherwise, or to dispose of all real and personal property necessary or proper to implement the purposes of the corporation, and further to construct, erect, equip, and maintain any necessary facilities, buildings or equipment for the use, benefit, employment, training or other assistance and help to all persons in the fulfillment of the purposes of the corporation and subject to such rules, regulations and restrictions of the properly designated officers of the corporation.

5. To conduct such studies, research and development activities as may be needed to provide information to industry, business or other groups in locating new sites or new industries and businesses within the aforesaid area and/or its environs, and to render technical advice and information to any and all persons desiring such knowledge in connection with the establishment, improvement or other development of new or existing business as in conformity with the stated purposes of this corporation.

6. To cooperate with any and all departments and agencies of the United States Government, of the Government of the State of Mississippi, and the Government of the counties and municipalities of the State of Mississippi necessary for the implementation of the program of this corporation.

7. To make application for, receive, extend or otherwise dispose of funds or property, real, personal or mixed, as may be from time to time available from any federal, state, county, municipal or other governmental authorities or agencies, including such funds or properties as may be contributed or made available by foundations, companies, corporations, business concerns, individuals or other sources so long as such expenditure and/or disposal of funds or materials or properties are for the purpose of implementing the purposes of this corporation.

8. To render assistance to individuals, associations, clubs, groups, corporations, or any other group or entity eligible to receive governmental or private funds or grants, where the use of such funds by the recipient thereof will be in furtherance of objectives consistent with the purposes of the corporation. Such assistance shall be rendered in securing, managing, administering and disbursing such funds and in relation to activities undertaken as a result of the receipt of such funds or underwritten hereby.

9. To elect or appoint directors, and such other officers and agents of the corporation as may be provided by the by-laws of the corporation. The rights, power, authority and duties of elective and appointive officers, including directors, and their compensation, if any, shall be as provided

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against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

WITNESS our signatures, this third day of November, 1977.

Robert Leflore  
David W. Washington  
Johnny Frank Bradley, Jr.

STATE OF MISSISSIPPI

COUNTY OF BOLIVAR

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named Mayor Robert Leflore, David Washington, and Johnny F. Bradley, Jr., Incorporators of the corporation known as Delta-Pace Community Association, Ltd., who each acknowledged that they each signed and executed the above and forgoing Charter of Incorporation as their own act and deed and for the purposes stated therein.

This the 3 day of Nov., 1977.

Randolph Morley  
Notary Public

My comm. expires:

9-30-80

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MINUTES OF ORGANIZATIONAL MEETING OF  
DELTA-PACE COMMUNITY ASSOCIATION, LTD.  
JANUARY 9, 1978

The organizational meeting of Delta-Pace Community Association, Ltd. was held at Pace Elementary School, Pace, Mississippi at 7:00 o'clock, p.m. on January 9, 1978. The initial order of business was the election of a temporary president and temporary secretary. David Washington and Johnny Bradley were nominated and by acclamation elected temporary president and temporary secretary, respectively.

As temporary president, David Washington announced that Delta-Pace Community Association had been chartered as a non-profit corporation by the State of Mississippi on the 4th day of November, 1977; that the charter had been recorded in the office of the Secretary of the State of Mississippi at Jackson and would forthwith be recorded in the office of the Chancery Clerk of the Second Judicial District of Bolivar County at Cleveland, Mississippi; and thereafter would be delivered to the Secretary of the corporation as custodian.

The temporary secretary presented a set of proposed By-Laws and announced that copies were being circulated among those present at the meeting. Two of the incorporators, C. Frank Powell and F. Lynn Pennington, explained in detail the various provisions of the proposed By-Laws. After discussion and a period of questions and answers concerning the By-Laws, upon a motion duly made and seconded, the By-Laws were adopted by unanimous vote of all present and the same are attached as Exhibit "A" to these minutes of the organizational meeting of the corporation and made a part of said minutes by reference.

The temporary president announced that the election of the initial board of directors was the next order of business and pointed out that pursuant to the Charter of Incorporation and the By-Laws adopted for the first twenty-four months of the corporation's existence at least one of the seven members of the Board of Directors is to be a person affiliated with the Institute of Cultural Affairs and at least one shall be an elected official of the Town of Pace and that in accordance with the prentice of staggered three-year terms established by the By-Laws it was desirable that the terms of the initial board members be fixed.

It was duly moved and seconded that two members of the initial Board of Directors be elected to serve for the remainder of the calendar year 1978; that three members be elected to serve a term including the remainder of the calendar year 1978 and all of 1979; and that the remaining two members of the initial Board of Directors be elected to serve a term through and including December 31, 1980;

DELTA-PACE COMMUNITY ASSOCIATION, LTD.

BY-LAWS

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ARTICLE I.  
NAME AND LOCATION

Section 1. The name of this corporation shall be Delta-Pace Community Association, Ltd.

Section 2. The principal office of this corporation shall be at 333 Hayden Avenue (P. O. Box 269), Pace, Mississippi 38764.

ARTICLE II.  
GENERAL PURPOSES AND POWERS

Section 1. The purposes for which this corporation is established and is authorized to pursue and promote are those set forth in the Charter of Incorporation.

Section 2. Delta-Pace Community Association, Ltd. is a non-profit corporation, organized under the laws of the State of Mississippi and subject to all of the provisions of such laws. No shares of stock shall be issued by it, and its existence shall be perpetual.

ARTICLE III.  
MEMBERSHIP

Section 1. The membership shall consist of any and all persons residing in the area in and surrounding the Town of Pace in the Second Judicial District of Bolivar County, Mississippi who are interested in the high purposes for which this corporation has been established and who wish to attend the meetings and contribute their efforts to further these purposes. Said persons shall express their interest and intent by registering with the secretary who will place the name of each interested individual on the membership roll. However, no such member shall be entitled to vote on any issue unless he or she is over the age of eighteen years. Further, no person shall be entitled to vote on any issue until his name shall have been registered with the Secretary and placed on the membership roll for a period of at least thirty days prior to the date on which such vote is being cast. All members in good standing are entitled to vote on any issue coming before a meeting of the members.

Section 2. All persons wishing to become members in good standing of the corporation must annually pay dues in the amount of \$1.00 to the treasurer of the corporation. Such dues shall be payable by the members of the corporation at any time after January 1 in any given year and once paid shall be effective until December 31 of the same year. Notwithstanding any other provision of these By-Laws, no person shall be entitled to vote as a member of the corporation on any issue coming before the membership unless he has fully complied with the provision of Section 1 above and unless he has paid his current membership dues to the treasurer of the corporation.

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policy shall be implemented pursuant to such regulations and procedures as may be approved by resolutions adopted by the members of the corporation. All directors shall serve until the election and acceptance of their duly qualified successors.

Section 3. Any vacancy on the board of directors may be filled by the board of directors for the remainder of the unexpired term. Directors shall receive no compensation for their services. A director may succeed himself in such office.

Section 4. The board of directors shall name from its number the president, vice president, the secretary, the treasurer, and such additional officers as it may from time to time deem necessary. The Board shall elect its officers at an annual meeting to be held immediately after the annual meeting of the membership. In addition to its annual meeting, the Board shall meet monthly at such time and place as the president may from time to time designate. The Board may hold such other meetings as may be called by the president or a majority of the members of the Board. At all meetings the Board shall transact all business properly presented to it.

Section 5. Notice of both regular and special meetings shall be given in such manner as may be prescribed by the board of directors not less than three days before any such meeting. Failure of or irregularity of, notice of any regular or special meeting shall not invalidate any such meeting or any proceedings thereaft. At any special meeting of the Board of Directors, the Board shall not transact any business not included in the call and notice of the meeting distributed to the members of the Board in accordance with the provisions of the by-laws.

Section 6. A quorum at any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board of Directors. When a quorum is present, a majority of the board members present may decide any question before the meeting.

Section 7. The board may authorize the appointment from its own members or from the membership at large such committees and hire such employees as it deems necessary to transact the activities of the corporation.

#### ARTICLE V. OFFICERS

Section 1. The officers of the corporation shall be elected by the board of directors as above provided and shall serve until the election and acceptance of their duly qualified successors.

Section 2. The president shall preside at all meetings; shall have general supervision of the affairs of the corporation; shall sign or countersign all contracts and other instruments of the corporation as authorized by the board of directors; shall make reports to the board of directors and members and perform all such other duties as are incident to his office or are properly required of him by the board of directors or the membership.

MINUTES OF INITIAL MEETING OF BOARD OF DIRECTORS OF  
DELTA-PACE COMMUNITY ASSOCIATION, LTD.

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Following the organizational meeting of the members of Delta-Pace Community Association, Ltd., a non-profit corporation, held at the office of the corporation in Pace, Mississippi on the 9th day of January, 1978 at 8:30 o'clock p.m., the first meeting of the Initial Board of Directors of said non-profit corporation was duly called and held at the office of the corporation at which time and place there were present Richard Henry, C. Frank Powell, Willie B. Towers, Willie Dean Smith, A. L. Symonds, Robert Leflore and Creola Williams, each of whom waived any further notice of the meeting and consented to the transaction of such business as might come before the meeting by signing his or her name below:

<u>C. Frank Powell</u>	<u>Robert Leflore</u>
<u>Richard Henry</u>	<u>Creola Williams</u>
<u>Willie D. Smith</u>	

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The meeting was called to order by the temporary president, David Washington, who announced that the purpose of the meeting was to elect officers for the remainder of the calendar year 1978, and that it was in order first to determine what officers in addition to president, vice president, secretary and treasurer should be elected.

Following a period of discussion by the Board of Directors the following were nominated as officers for the 1978 term and subsequently elected by unanimous vote: President, C. Frank Powell; Vice President, Richard Henry; Secretary, Creola Williams; Treasurer, Willie Dean Smith.

The newly elected president, C. Frank Powell, assumed the chair as presiding officer and announced that it was necessary in accordance with Section 79-11-3 of the Mississippi Code of 1972 that the Board appoint a resident agent of the corporation and file with the Secretary of the State of Mississippi a certified copy of a resolution of the Board designating the agent.

After discussion, upon motion duly made and seconded, the directors by unanimous vote adopted the following resolution:

"RESOLVED, that Robert Leflore  
Post Office Box 275, of Pace Mississippi,  
be and 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 agents be and the same  
are hereby revoked."