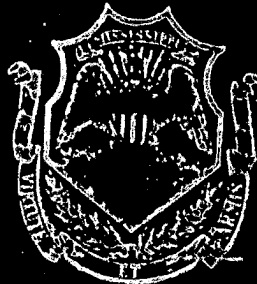


State of Mississippi



EXECUTIVE

OFFICE.

JACKSON

The within and foregoing Charter of Incorporation of

LAKE LORMAN 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 11th day of July A. D., 1977.

Calvin R. Overton

Governor

By the Governor

Heber L. Linder
Secretary of State



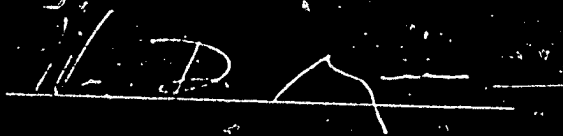
RESOLUTION OF LAKE LORMAN ASSOCIATION, AN UNINCORPORATED ASSOCIATION, TO INCORPORATE, DESIGNATING THE INCORPORATORS, THE NAME OF THE PROPOSED CORPORATION AND AUTHORIZING THE EXPENDITURE OF THE FUNDS OF THE ASSOCIATION NECESSARY TO DO SO

BE IT RESOLVED by the members of Lake Lorman Association, an unincorporated association of individuals, that it is to the best interest 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 Catherine Wright, W. D. Seagrove, Ottis I. Byrd, Louis Hamil and E. V. Moore are elected, appointed, designated and authorized to act as incorporators in applying for a charter of incorporation of this association to be named "Lake Lorman 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, William D. Seagrove, 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 9th day of July, 1977, at Lake Lorman, Madison 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 11th day of July, 1977.



CHARTER OF INCORPORATION

OF

LAKE LORMAN CORPORATION

We, the undersigned natural persons of the age of twenty-one (21) years or more, being resident citizens of the State of Mississippi and acting as incorporators of a non-profit corporation pursuant to the provisions of the Mississippi Code of 1972, Section 79-11-1, et seq., adopt the following Charter of Incorporation:

1. The corporate title of said company is Lake Lorman Corporation.
2. The names and post office addresses of the incorporators are:

E. V. Moore	Route 3, Lake Lorman, Jackson, Mississippi	39213
Louis J. Hamil	Route 3, Lake Lorman, Jackson, Mississippi	39213
William D. Seagrove	Route 3, Lake Lorman, Jackson, Mississippi	39213
Ottis I. Byrd	Route 3, Lake Lorman, Jackson, Mississippi	39213
Catherine Wright	Route 3, Lake Lorman, Jackson, Mississippi	39213

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

3. The domicile is at Route 3, Lake Lorman, Madison County, Jackson, Mississippi 39213.

4. The corporation shall be a non-share, non-profit corporation organized as a civic improvement society with the express purposes as set forth in paragraph six (6) hereof and with the restrictions as set forth in paragraph seven (7) hereof.

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. The purposes of this corporation are:

- (1) To foster the development of the Lake Lorman community in Madison County, Mississippi, and to exercise, promote and protect the privileges and interests of the residents of said community; to foster a healthy interest in the civic affairs of the community and

to associate its members together for their mutual benefit; to support and encourage the development of a water, sewer and fire protection system for the benefit of the residents, along with refuse disposal; to aid and assist in the development and enforcement of proper and reasonable covenants for the protection and development of the community;

(2) To sue and be sued, complain and defend, in its corporate name;

(3) To have a corporate seal which may be altered at pleasure;

(4) To buy, sell, 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;

(5) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its assets; and otherwise dispose of all or any part of its assets; such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any or all of its property, franchises and income, and to assume obligations of other corporations, utility districts and other entities;

(6) To lend money for its corporate purposes, to invest and reinvest its funds and to hold real and personal property as security for the payment of funds so loaned or invested and to establish reserves as may be necessary or convenient;

(8) To have officers and agents of the corporation and to define their duties and fix their compensation;

(9) To have a Board of Directors, who shall be responsible for the management and conduct of the affairs of the corporation;

(10) To make and alter By-Laws, not inconsistent with this Charter of Incorporation or the laws of this State, for the regulation and administration of the affairs of the corporation;

(11) To indemnify, in the discretion of the Board of Directors, any director, officer or agent or former director, officer or agent

against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he is made a party by reason of being or having been such director, officer or agent, except in relation to matters as to which he shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of his duty to the corporation;

(12) To levy assessments in such manner and in such amount as may be provided in the By-Laws of the corporation;

(13) To cease its corporate activities and surrender its corporate franchise;

(14) To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is organized; and

(15) To have and exercise all powers, privileges and rights conferred in 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.

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 in the By-Laws, are:

E. V. Moore	Route 3, Lake Lorman, Jackson, Mississippi	39213
Louis J. Hamil	Route 3, Lake Lorman, Jackson, Mississippi	39213
William D. Seagrove	Route 3, Lake Lorman, Jackson, Mississippi	39213
Ottis I. Byrd	Route 3, Lake Lorman, Jackson, Mississippi	39213
Catherine Wright	Route 3, Lake Lorman, Jackson, Mississippi	39213

All members of the Board of Directors are adult resident citizens of the State of Mississippi.

* The initial Board of Directors shall have responsibility for the direction of the affairs of the corporation and shall meet within fifteen (15) days after issuance of the Certificate of Incorporation by the Secretary of State 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 not inconsistent with this Charter of Incorporation. At the first meeting of the Board of Directors, the directors shall designate from among themselves directors to serve for terms of 1, 2, 3 and 4 years, respectively, from and after January 1, 1978, and the initial directors shall serve for the term so designated, except the term of the director not designated to serve for a definite term shall expire at the first annual meeting of members, and he shall serve only until his successor shall have been duly elected at the first annual meeting of members and shall have been duly qualified. All directors, except the initial directors, shall be elected for a term of five years and shall serve until a successor shall be duly elected and qualified.

The initial directors shall serve until the first meeting of members to be held on the second Monday of December, 1977. At the first annual meeting of members, one new director shall be elected to serve for a term of five years. Annual meetings of members shall be held at 7:30 o'clock P.M. on the second Monday of December of each year thereafter at a place to be designated in the notice of meeting. One new director shall be elected at each annual meeting of members, except that should any director resign or otherwise become ineligible to serve, the then remaining directors shall, except when a director is removed for cause, elect from the membership a successor who shall hold office until the next regular meeting of the membership of the corporation, at which time the members shall elect a director to fill the unexpired term.

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.

E. V. Moore
E. V. MOORE

Louis J. Hamil
LOUIS J. HAMIL

William D. Seagrove
WILLIAM D. SEAGROVE

Otto I. Byrd
OTTIS I. BYRD

Catherine Wright
CATHERINE WRIGHT

STATE OF MISSISSIPPI

COUNTY OF Winds

This day personally appeared before me, the undersigned authority

in and for the jurisdiction aforesaid, the within named E. V. Moore,
an incorporator of the corporation known as Lake Lorman Corporation, who
acknowledged that he signed and delivered the above and foregoing Charter of
Incorporation as his act and deed on this, the 9 day of July, 1977.

Sam A. Williams
NOTARY PUBLIC

Commission Expires:

5-79

STATE OF MISSISSIPPI

COUNTY OF Winds

This day personally appeared before me, the undersigned authority in

and for the jurisdiction aforesaid, the within named Louis J. Hamil, an
incorporator of the corporation known as Lake Lorman Corporation, who acknowledged
that he signed and delivered the above and foregoing Charter of Incorporation
as his act and deed on this, the 9 day of July, 1977.

Sam A. Williams
NOTARY PUBLIC

Commission Expires:

5-79

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in
and for the jurisdiction aforesaid, the within named William D. Scagrove, an
incorporator of the corporation known as Lake Lorman Corporation, who acknowledged
that he signed and delivered the above and foregoing Charter of Incorporation as
his act and deed on this, the 9 day of July, 1977.


NOTARY PUBLIC

My Commission Expires:

1-15-79

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in
and for the jurisdiction aforesaid, the within named Ottis I. Byrd,
an incorporator of the corporation known as Lake Lorman Corporation, who
acknowledged that he signed and delivered the above and foregoing Charter of
Incorporation as his act and deed on this, the 9 day of July, 1977.


NOTARY PUBLIC

My Commission Expires:

1-15-79

STATE OF MISSISSIPPI

COUNTY OF Hinds

This day personally appeared before me, the undersigned authority in
and for the jurisdiction aforesaid, the within named Catherine Wright, an
incorporator of the corporation known as Lake Lorman Corporation, who acknowledged
that she signed and delivered the above and foregoing Charter of Incorporation as
her act and deed on this, the 9 day of July, 1977.


NOTARY PUBLIC

My Commission Expires:

1-15-79

Received at the office of the Secretary of State, this, the 11
day of July, A.D., 1977, together with the sum of Twenty Dollars (\$20.00)
deposited to cover the recording fee to the Attorney General for his opinion.

Ideler Ladner
Secretary of State

Jackson, Miss., July, 1977

I have examined this charter of incorporation and am of the opinion
that it does not violate the Constitution and laws of the State, or of the
United States.

A. J. [Signature]
Attorney General

BY: George M. Seindoll
George M. Seindoll
Assistant Attorney General