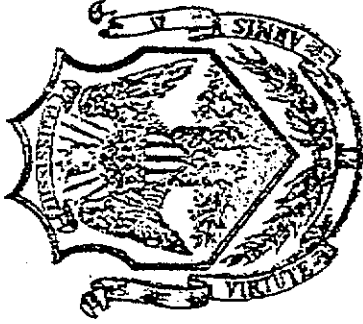


BOOK 174 PAGE 180

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

MISS GULF FISHING BANKS, INC.

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 11 th day of March A. D., 1969.



John Bell Williams

Governor

By the Governor

Heber Ladner

Secretary of State

STATE OF MISSISSIPPI
COUNTY OF JACKSON

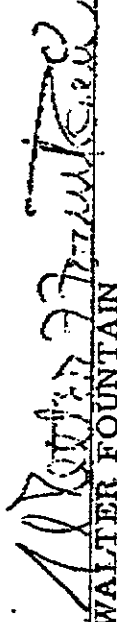
2668

RESOLUTION

I, Walter Fountain, Secretary-Treasurer of Miss Gulf Fishing Banks, a nonprofit unincorporated association, do hereby certify that a duly and regularly called meeting of said organization was held in Pasca- goula, Mississippi on the 29th day of January, A.D., 1969, at which a quorum was present, and the following resolution was unanimously adopted by the membership of said organization, to-wit:

"BE IT RESOLVED, that Walter Fountain, Gus Stevens and James F. Velcich, all being adult, resident citizens of the State of Mississippi, be, and they are hereby authorized, directed and empowered to make application for a charter of incorporation for this unincorporated association under the laws of the State of Mississippi as a nonprofit - nonshare corporation under the name of Miss Gulf Fishing Banks, Inc., and they are further empowered to do and perform all acts, sign all in- struments, and proceed in all things necessary or convenient to accomplish the incorporation of this association as a Mississippi nonprofit nonshare corporation."

WITNESS MY SIGNATURE, this the 21st day of February,
A. D., 1969.


WALTER FOUNTAIN
Secretary-Treasurer
— Miss Gulf Fishing Banks



BOOK 174 PAGE 182

THE CHARTER OF INCORPORATION
OF

MISS GULF FISHING BANKS, INC.

1. The corporate title of such corporation is:

MISS GULF FISHING BANKS, INC..

2. The following three named persons, each said person being an adult, resident citizen of the State of Mississippi, have been duly authorized, directed and empowered as incorporators to make application for a grant of a charter of incorporation for Miss Gulf Fishing Banks, an existing unincorporated association, as a Mississippi nonprofit - nonshare corporation, all as is more fully shown by the certified copy of resolution attached hereto and made a part hereof, and the names and addresses of said incorporators are:

(a) Walter Fountain, P. O. Box 485, Biloxi, Mississippi,

(b) Gus Stevens, P. O. Box NN, Biloxi, Mississippi,

(c) James F. Velcich, P. O. Box 308, Pascagoula, Mississippi,

3. The domicile of the corporation is Pascagoula, Mississippi, and its mailing address is P. O. Box 909, Pascagoula, Mississippi.

4. The corporation is a fraternal, civic improvement, nonprofit corporation which shall issue no shares of stock.

5. The period of existence of the corporation shall be perpetual.

6. The purposes for which this corporation is created, not contrary to law, together with the rights and powers to be exercised by the said corporation which rights and powers shall be limited to those reasonably necessary to accomplish the stated purpose of the association being incorporated are:

To provide, generate, encourage, and promote recreation and recreation facilities along the Mississippi Gulf Coast and particularly, to encourage and promote sport fishing as a recreation in the Mississippi Sound and Gulf of Mexico. To encourage, create and build artificial fishing banks in the Mississippi Sound and Gulf of Mexico.

To sue, be sued, complain and defend in its corporate name.

To have, alter and use a corporate seal.

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and deal in and with real, personal and mixed property, or any interest therein, wherever situated.

To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.


To make and enter into contracts, guarantees, incur liabilities, borrow money and issue its notes, bonds and otherwise secure its obligations by mortgage or pledge of all or any part of its property and assets.

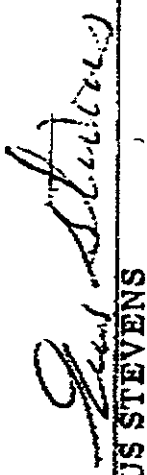
To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

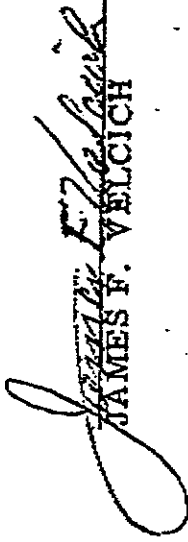
To make and alter by-laws not inconsistent with its articles of incorporation or with the laws of the State of Mississippi.

To cease its corporate activities and surrender its corporate franchise.

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 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.

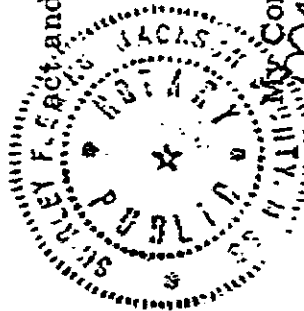

WALTER FOUNTAIN


GUS STEVENS


JAMES F. VELCICH

STATE OF MISSISSIPPI
COUNTY OF JACKSON

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Walter Fountain, Gus Stevens, and James F. Velcich, incorporators of the corporation known as Miss Gulf Fishing Banks, Inc., who acknowledge that they signed and executed the above and foregoing Articles of Incorporation as their



Stanley F. S. Act
NOTARY PUBLIC

My Commission Expires: Aug 11, 1972

Received at the office of the Secretary of State this the _____

day of _____, A. D., 1969, together with the sum of \$25.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

SECRETARY OF STATE

Jackson, Miss., 1969

I have examined this application for a Charter of Incorporation and am of the opinion that it is not violative of the Constitution and Laws of the State, or of the United States.

ATTORNEY GENERAL

BY: _____
ASSISTANT ATTORNEY GENERAL



Received at the office of the Secretary of State, this the 10 day of Mar
A. D., 1969, together with the sum of \$ 20⁰⁰ deposited to cover the recording fee, and
referred to the Attorney General for his opinion.

Robert L. Dyer
SECRETARY OF STATE

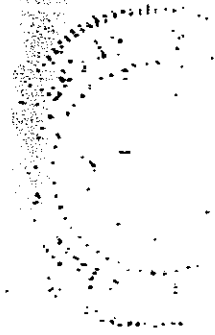
Jackson, Miss.,

March 11, 1969

I have examined this Charter of Incorporation,
and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United
States.

Joe T. Patterson
ATTORNEY GENERAL

By Maurice D. Black
Assistant Attorney General



Miss. Gulf Fishing Banks Incorporated

Post Office Box 541

Biloxi, Mississippi 38633

Phone 601/436-5536

DR. J. E. COE
PRESIDENT

MIKEL GUSA
VICE-PRESIDENT

JAY TROCHESSET
SECRETARY

EMMETT BARRANOVICH
TREASURER

BOARD OF DIRECTORS

KENNETH BARRANOVICH
OWEN O. GAINES, SR.

DR. JAMES E. COE
MIKEL C. GUSA
LOUIS J. B. MISTIER, JR.
BOBBY G. O'BARR
JAY TROCHESSET
FRED L. ISON
STEVE P. WEST

EX-OFFICIO MEMBERS

BOBBY ELEUTERUS
PRESIDENT, HARRISON COUNTY
BOARD OF SUPERVISORS

J.G. MAY
RESIDENT, JACKSON COUNTY
BOARD OF SUPERVISORS

DR. RICHARD LEARD
DIRECTOR, BUREAU
OF MARINE RESOURCES

STEVE W. WEST
BILL OF COMMERCE

January 7, 1985

Ms. Alicia Foster
Exempt Organization Specialist
Internal Revenue Service
Post Office Box 1055
Atlanta, GA. 30370

RE: OMB Clearance Number: 1545-0056
Mississippi Gulf Fishing Banks

Dear Ms. Foster:

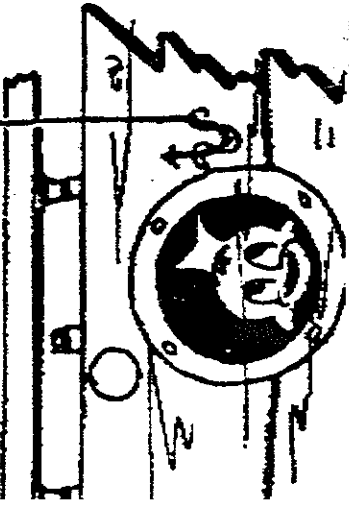
Enclosed herewith please find a copy of our amended Charter of Incorporation, for your consideration in the above application for exempt organization status.

With kind personal regards, I am

Very truly yours,


BOBBY G. O'BARR

BCO:avm
Enclosure



BOBBY G. O'BARR, P.A.
ATTORNEY AT LAW
192 WASHINGTON LOOP
BILOXI, MISSISSIPPI 39583

BOBBY G. O'BARR

STANTON J. FOUNTAIN, JR.

MAIL P. O. BOX 541
BILOXI, 39583
TELEPHONE:
(601) 438-8898

December 17, 1984

Honorable Dick Molpus
Secretary of State
Post Office Box 136
Jackson, MS. 39205-0136

RE: Mississippi Gulf Fishing Banks, Inc.

Dear Sir:

Enclosed herewith please find duplicate original Amendment to the Charter of Incorporation of Mississippi Gulf Fishing Banks, Inc., with duplicate originals of certified Resolution authorizing said amendment. You will also find enclosed my firm check in the amount of \$10.00 for costs of amending same.

With kind personal regards, I am

Very truly yours,

Bobby
BOBBY G. O'BARR

BGO:aym
Enclosures

STATE OF MISSISSIPPI

COUNTY OF HARRISON

RESOLUTION

We, JAMES E. COE, President, and JAY D. TROCHESSETT, Secretary, of the Mississippi Gulf Fishing Banks, INC., a non-profit corporation, do hereby certify that a duly and regularly called meeting of said corporation was held in Biloxi, Mississippi, on the 13th day of December, A.D., 1984, at which a quorum was present and the following Resolution was unanimously adopted by the membership of said organization, to-wit:

BE IT RESOLVED, that James E. Coe and Jay D. Trochesset, being adult, resident citizens of the State of Mississippi, be, and they are hereby authorized, directed and empowered to make application to the Secretary of State to amend Paragraph 6 of its Charter of Incorporation as provided by Section 79-11-9 of the Mississippi Code of 1972 by adding as follows, to-wit:

"The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose."

BE IT FURTHER RESOLVED, that James E. Coe and Jay D. Trochessett are further empowered to do and perform all acts, sign all instruments, and proceed in all things necessary or convenient to accomplish the amendment to the charter of the Mississippi Gulf Fishing Banks, Inc.

WITNESS MY SIGNATURE, this the 13th day of December, A.D., 1984.



JAMES E. COE, President,
Mississippi Gulf Fishing
Banks, Inc.



JAY D. TROCHESSETT, Secretary,
Mississippi Gulf Fishing
Banks, Inc.

SWORN to and subscribed before me, this the 13th day of
December, 1984.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

4/6/84

AMENDMENT TO THE CHARTER OF INCORPORATION
OF MISSISSIPPI GULF FISHING BANKS, INC.

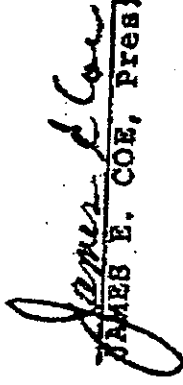
COMES now, MISSISSIPPI GULF FISHING BANKS, INC., by and through its President, James E. Coe, and Secretary, Jay D. Trochessett, having been duly authorized, directed and empowered by the membership of the Mississippi Gulf Fishing Banks, Inc., through appropriate Resolution on December 13, A.D., 1984, and do hereby file this an Amendment to Paragraph 6 of the Charter of Incorporation to add the following paragraphs, to-wit:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

WITNESS our signatures, this 14th day of December, A.D., 1984.


JAMES E. COE, President


JAY D. TROCHESSETT, Secretary

STATE OF MISSISSIPPI

COUNTY OF HARRISON

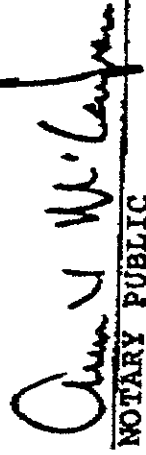
THIS DAY personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, JAMES E. COE, President, and JAY D. TROCHESSETT, Secretary, of the corporation known as Mississippi Gulf Fishing Banks, Inc., who acknowledged that they signed and executed the above and foregoing Amendment to its Charter of Incorporation as their acting deed on the 14th day of December, A.D., 1984, in accordance with the attached authority and Resolution of Mississippi Gulf Fishing Banks, Inc. entered on the 13th day of December, A.D., 1984.


JAMES E. COE, President


JAY D. TROCHESSETT, Secretary

SWORN to and subscribed before me, this the 14th day of December, 1984.

My Commission Expires April 3, 1986


NOTARY PUBLIC

Received at the office of the secretary of State, this the _____ day of _____, A.D., 198____, together with the sum of TEN AND NO/100 DOLLARS (\$10.00) deposited to cover the recording fee and referred to the Attorney General for his opinion.

SECRETARY OF STATE

Jackson, Miss. _____ 1984

I have examined this application for Amendment of the Charter of Incorporation of Mississippi Gulf Fishing Banks, Inc., and am of the opinion that it is not violated under the Constitution and laws of the State, or the United States.

ATTORNEY GENERAL

BY: _____

ASSISTANT ATTORNEY GENERAL