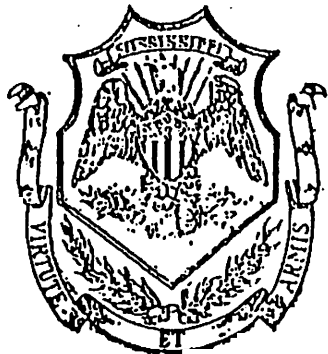


# State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, 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 8th day of June A. D., 1970.



*John Bell Williams*

Governor

By the Governor

*Heber Ladner*

Secretary of State

100 100 100

RESOLUTION

At a regular meeting of the Diamondhead Country Club and Property Owners Association, held at the Hancock Bank Building, 100 Main Street, Bay St. Louis, Mississippi, on the 2nd day of June, 1970, at 10:00 A.M., at which there were present the following members:

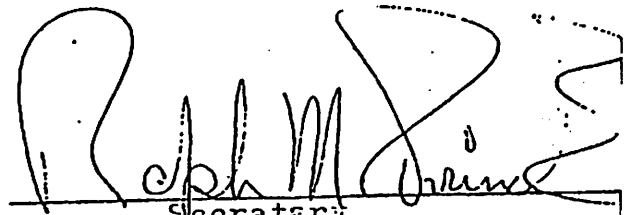
- P. Holcomb Hector
- William C. Erent, Jr.
- Mrs. Lloyd Ereland
- Ralph M. Prince

on motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED that P. Holcomb Hector, William C. Erent, Jr., Mrs. Lloyd L. Ereland, and Ralph M. Prince, be and are hereby authorized to make application to the Secretary of State of the State of Mississippi for a Charter of Incorporation of the Diamondhead Country Club and Property Owners Association, as a non-profit and non-share corporation."

I, Ralph M. Prince, Secretary of the Diamondhead Country Club and Property Owners Association, do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted by the Diamondhead Country Club and Property Owners Association of Bay St. Louis, on the 2nd day of June, 1970.

WITNESS my signature this the 2nd day of June, 1970.



Secretary

Printed by Heber Ladner, Secretary of State, Jackson, Miss.

Use this form and acknowledgments in making application for Charter of Incorporation in Mississippi. Non-profit.

# THE CHARTER OF INCORPORATION OF

DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.

1. The corporate title of said company is:

Diamondhead Country Club and Property Owners Association, Inc.

2. The names of the incorporators are:

(The application must show, affirmatively that all incorporators are adult resident citizens of Mississippi, and attach a certified copy of resolution of an existing association authorizing, directing and empowering the incorporators to make application for a grant of charter.)

Name	Street & No.	City	State
P. Holcomb Hector	26 Oakmont Place	Biloxi,	Mississippi
William C. Brent, Jr.	Bayou View Apartments	Gulfport,	Mississippi
Mrs. Lloyd L. Breland	4492 Kendall Circle	Gulfport,	Mississippi
Ralph M. Prince	124 Wen-Har Avenue	Pass Christian,	Miss.

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

Hancock Bank Building

3. The domicile is at 100 Main Street, P.O. Box 22 Bay St. Louis, Mississippi

(Street and No.) (City) (State)

4. (Here set out that the corporation is Non-Profit and no shares of stock shall be issued and the type of organization, etc.)

The Corporation is a non-profit Corporation and no shares of stock are to be issued. The Corporation shall function as a civic improvement society for the Diamondhead development and its common facilities and areas.

The membership of the Corporation shall be composed of the incorporators hereof and the owners and purchasers of lots in the Diamondhead development in Hancock County, Mississippi.

~~... (2) ... in the corporation ... lot owners ... (2) vote ... in the corporation ... of each ... of the corporation as members ... of the membership.~~

\* The above section was struck pursuant to the attached amendment.

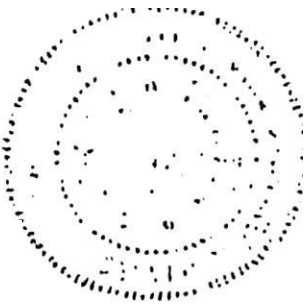
5. Period of existence shall be perpetual.

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:

The Corporation shall be a civic improvement organization devoted to the improvement of the Diamondhead development and to the operation, maintenance, management, ownership, buying, and handling of its common facilities, areas, roads, streets, country club, yacht club, recreational facilities, and guard and security service.

The Corporation shall have the right and power to establish, develop, build, construct, design, maintain, manage, operate, own, buy, sell, acquire, lease, trade and deal in cafes, bars, restaurants, clubs, marinas, yacht clubs, golf clubs, private streets and roads and the appurtenances thereto, common areas, recreation areas, private police, guard and security services and similar enterprises in Hancock County, Mississippi, and elsewhere and to engage in any other business or activity which may be useful and helpful in the operation and maintenance of any of the above.

The Corporation shall have all of the rights and powers, to the extent reasonably necessary to accomplish the stated purposes of the Corporation, given to corporations under the Mississippi Business Corporation Act, any amendments thereto, and any successor act or acts.



7. This corporation shall not be required to make publication of its charter, shall issue no shares or 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 incur the loss of membership, by death or otherwise, the termination of all interest of such members in corporate assets, and there shall be no individual liabilities against the members for corporate debt but the entire corporate property shall be liable for the claims of creditors.



State of Mississippi

EXECUTIVE



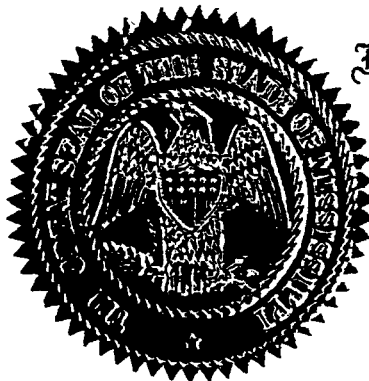
OFFICE

Jackson

The within and foregoing Amendment to the Charter of Incorporation of

DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, 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 the 7th day of October, 1977.

Calvin Finch

Governor

Attest:

Heber Lodner

Secretary of State

BOOK 238 Page 363

CERTIFIED COPY OF RESOLUTION  
ADOPTED BY THE MEMBERS OF  
DIAMONDHEAD COUNTRY CLUB  
AND  
PROPERTY OWNERS ASSOCIATION, INC.  
AT A MEETING OF THE MEMBERS HELD ON  
THE 7TH DAY OF JUNE, 1977  
AUTHORIZING AND DIRECTING THE AMENDMENT OF  
THE CHARTER OF INCORPORATION OF  
DIAMONDHEAD COUNTRY CLUB  
AND  
PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION,  
INC. is a voluntary, non-profit corporation chartered by the State of  
Mississippi, and

of the membership of the corporation  
WHEREAS, after thorough discussion in a duly held meeting, this  
corporation desires to amend its charter to permit owners and purchasers of  
real property in the Diamondhead Development to become members of the  
Corporation rather than restricting membership to purchasers and owners of  
lots,

the members of the  
THEREFORE, BE IT RESOLVED by DIAMONDHEAD COUNTRY CLUB AND  
PROPERTY OWNERS ASSOCIATION, INC., that its charter is amended as follows:

That Paragraph 4 of the original charter and more particularly  
the second paragraph thereof is amended to read as follows:

"The membership of the corporation shall be  
composed of the Incorporators hereof and the  
owners and purchasers of real property in the  
Diamondhead Development in Hancock County,  
Mississippi."

C E R T I F I C A T E

I, P. HOLCOMB HECTOR, President of DIAMONDHEAD COUNTRY CLUB AND  
PROPERTY OWNERS ASSOCIATION, INC., do hereby certify that the above and  
foregoing resolution is a true and correct copy of a certain resolution  
in a meeting assembled on the 7th day of June, 1977, at Diamondhead, in  
Bay Saint Louis, Mississippi.

WITNESS MY SIGNATURE, this the 7th day of June, 1977.

BY: P. Holcomb Hector

P. HOLCOMB HECTOR

PRESIDENT

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 79-11-9, Missis-  
sippi Code of 1972, the undersigned corporation adopts the  
following Articles of Amendment to its Articles of Incorporation.  
charter of the

First: The/corporation is amended to READ AS FOLLOWS:

THAT PARAGRAPH 4 OF THE ORIGINAL CHARTER AND MORE PARTICULARLY  
THE SECOND PARAGRAPH THEREOF IS AMENDED TO READ AS FOLLOWS:  
"THE MEMBERSHIP OF THE CORPORATION SHALL BE COMPOSED OF  
THE INCORPORATORS HEREOF AND THE OWNERS AND PURCHASERS  
OF REAL PROPERTY IN THE DIAMONDHEAD DEVELOPMENT IN HANCOCK  
COUNTY, MISSISSIPPI."

Second: The following amendment of the Articles of  
Incorporation was adopted by the members of the corporation on  
JUNE 7TH, 1977, at a regular meeting of the members  
of the corporation at DIAMONDHEAD, Mississippi:

See certified copy of amendment attached hereto and made a part  
hereof

DATED: This the 8TH day of SEPTEMBER, 1977

DIAMONDHEAD COUNTRY CLUB AND  
PROPERTY OWNERS ASSOCIATION, INC.  
SIGNED: \_\_\_\_\_  
(Name of Corporation)

BY: P. Holcomb Hector  
PRESIDENT  
P. HOLCOMB HECTOR

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

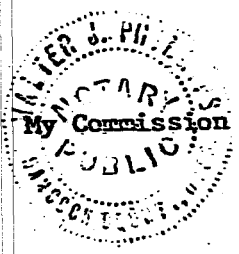
COUNTY OF HANCOCK

This day personally appeared before me, the undersigned  
authority in and for the jurisdiction aforesaid, P. HOLCOMB  
HECTOR, President of DIAMONDHEAD COUNTRY CLUB



AND PROPERTY OWNERS ASSOCIATION INC who acknowledges that he  
signed and executed the above and foregoing Articles of Amend-  
ment to the Articles of Incorporation of DIAMONDHEAD COUNTRY CLUB AND  
PROPERTY OWNERS ASSOC. INC on this the 8TH day of SEPTEMBER  
197 7.

*Walter J. Phillips*  
NOTARY PUBLIC



My Commission expires: 11/12/79

Received at the office of the Secretary of State, this the 23<sup>rd</sup> day of September

A. D., 1977 together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Fisher  
SECRETARY OF STATE.

Jackson, Miss..

October 3, 1977

I have examined this Amendment to 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.

G. F. Summers  
ATTORNEY GENERAL.

By Richard M. Allen  
Special Assistant Attorney General.