



April 2, 2020

To Whom It May Concern:

RE: Mississippi Baptist Convention, 501(c)(3) Group Exemption Letter

Broadmoor Baptist Church of Madison, MS is a member church in friendly cooperation and good standing with the Mississippi Baptist Convention (Convention), having contributed to world missions through the Cooperative Program during the preceding Convention year. As such, this church is listed in the Annual of the Convention. This document is filed on an annual basis with the Internal Revenue Service (IRS) as a substitute 990 form. In accordance with the IRS group exemption letter issued in 1969, the church listed above is a tax exempt 501(c)(3) charitable organization affiliated with the Convention.

Attached for your records and use is a copy of our group determination letter from the IRS. Also, please note that the IRS group exemption number assigned to the Mississippi Baptist Convention and its member churches is 2021.

Each church is autonomous and must identify itself by using the church's unique Federal Employer Identification Number (FEIN) and not the FEIN of Mississippi Baptist Convention Board.

This affiliation/attestation letter is valid for the calendar year ending December 31, 2020.

If there are any questions, feel free to contact my office at 601-292-3240 or [bshirley@mbcb.org](mailto:bshirley@mbcb.org).

In His Service,

Barri A. Shirley

BAS: kgs

**US Treasury Department**

**Internal Revenue Service**

**Washington, DC 20224**

Date:

**JUL 17 1969**

In reply refer to:

**T:MS:EO:R:2-WRM**



Mississippi Baptist Convention  
Board  
P. O. Box 530  
Jackson, Mississippi 39205

Gentlemen:

Based on the information supplied, we rule that your affiliated churches and institutions listed in your Annual Directory are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, as it is shown that such churches and institutions are organized and operated exclusively for religious purposes.

Your exempt affiliated churches and institutions are not required to file Federal income tax returns so long as they retain a tax exempt status.

It will not be necessary for your exempt affiliated churches and institutions to file the annual return of information, Form 990-A, generally required of organizations exempt under section 501(c)(3) of the Code, as your exempt affiliated churches and institutions come within the specific exceptions contained in section 6033(a) of the Code.

Donors may deduct contributions to your exempt affiliated churches and institutions as provided by section 170 of the Code. Requests, legacies, devises, transfers, or gifts to or for the use of your exempt affiliated churches and institutions are deductible for Federal estate and gift tax purposes under sections 2055, 2106, and 2522 of the Code.

Your exempt affiliated churches and institutions are not liable for Federal Unemployment Taxes. Your affiliated churches and institutions are liable for social security taxes only if waiver of exemption certificates have been filed, as provided in the Federal Insurance Contributions

Mississippi Baptist Convention Board

Act. (Your District Director will be glad to tell you more about the latter point.)

Each year within 45 days after your annual accounting period closes, please send us two copies of the following information about your affiliated churches and institutions.

1. A statement describing any changes during the year in the purposes, character, or method of operation of your affiliated churches and institutions.
2. A list of the names, mailing addresses including Postal ZIP Codes, and employer identification numbers (if required for group exemption letter purposes), of affiliated churches and institutions on your group exemption roster that during the year:
  - a. changed names or addresses;
  - b. were deleted from the roster;
  - c. were added to the roster.

A directory of affiliated churches and institutions may be substituted for this list if it includes the required information and identifies the affected affiliated churches and institutions according to the three categories above.

3. For affiliated churches added to the roster; a letter signed by one of your principal officers containing or attaching:
  - a. a statement that the information upon which your present group exemption letter is based applies to the new affiliated churches;
  - b. a statement that each has given you written authorization to add its name to the roster;
  - c. a list of those to which the Service previously issued rulings or determination letters relating to exemption.
4. If applicable, a statement that your group exemption roster did not change during the year.

Mississippi Baptist Convention Board

-3-

You should advise each of your exempt affiliated churches and institutions of the exemption and the pertinent provisions of this ruling.

Your District Director is being advised of this action.

Very truly yours,

*John R. Barber*

Chief, Rulings Section  
Exempt Organizations Branch

**APPLICATION FOR TAX EXEMPTION  
MADISON COUNTY TAX ASSESSOR  
MADISON COUNTY BOARD OF SUPERVISORS**

**Instructions:**

Before you apply for a Tax Exemption please read the attached Qualifications for Tax Exemption in Mississippi (§27-31-1, et seq., MS Code of 1972 Annotated), and then answer the following questions to be considered for Tax Exemption. Applicant must be the owner of record as of January 1 of the initial tax year for request. Applications must be submitted by June 1 of the initial tax year for request.

1. APPLICANT FOR TAX EXEMPTION: Breadman Baptist Church
2. ADDRESS OF PROPERTY: 212 Key Drive, Madison, MS 39110
3. PARCEL#: 071A-12A-011 / 10.00
4. DATE PROPERTY ACQUIRED: February 21, 2024
5. INITIAL TAX YEAR FOR REQUEST: 2025
6. ARE ANY PROPERTY TAXES CURRENTLY DUE FOR THIS PROPERTY?  
(CIRCLE ONE): YES / (NO)

a. If Yes, list the tax years with taxes currently due and owing:

\_\_\_\_\_

7. REASON FOR TAX EXEMPTION: § 27-31-1
8. IF THE EXEMPTION CLAIM IS FOR A CHURCH PLEASE  
CONSIDER THE FOLLOWING CODE SECTION 79-11-33 MS  
CODE OF 1972 ANNOTATED:

*A religious society, ecclesiastical body and/or any congregation thereof may hold and own the following real property, **but no other.***

- a. *A building used as a place of worship with a reasonable quantity of ground annexed thereto;*
- b. *A quantity of ground annexed to the building used as a place of worship and used as a parish house; a community facility; a Sunday school facility; an educational facility; or for the care of children on a non-profit basis;*

- c. *As a hospital or infirmary together with a reasonable amount of ground annexed thereto;*
- d. *All buildings used as a school or college or seminary of learning;*
- e. *All buildings used for an orphan asylum or institution;*
- f. *All buildings used for a campground or assembly for religious purposes;*
- g. *lands for a cemetery of sufficient dimensions;*
- h. *All buildings and grounds used for denominational headquarters and/or administrative purposes;*
- i. *Any land which is maintained and used as a parking lot for the convenience of the members of the congregation, church, cathedral, mission, or other unit or administrative unit from which the society receives NO REVENUE, fee, charge or assessment*

9. IF THE EXEMPTION CLAIM IS FOR A CHURCH WHICH OF THE ABOVE QUALIFIES THE CHURCH PROPERTY FOR TAX EXEMPTION:

b

10. IF THE EXEMPTION CLAIM IS FOR A CHURCH ARE ALL PROPERTIES CLAIMED ANNEXED TO THE CHURCH: YES/NO

NO

11. IF THE EXEMPTION CLAIM IS FOR A CHURCH AND THE PROPERTY CLAIMED FOR EXEMPTION IS NON-CONTIGUOUS OR NOT ANNEXED TO THE CHURCH PROPERTY WHAT IS THE PURPOSE FOR THE EXEMPTION AND IS THE PURPOSE FOR A NON-PROFIT BENEFIT:

The building is used for two ministries of the church - The Center for Hope and Healing (CHH) and Shelter Ministry. CHH is operated on a non-profit basis providing counseling services to the community with over 60% of the sessions at a below market rate. Shelter Ministry supports those involved in foster care and adoption.

12. IF THE EXEMPTION CLAIM IS FOR A NON-PROFIT PLEASE PROVIDE THE IRS EXEMPTION LETTER OR PROVIDE THE IRS EXEMPTION #:

While the two ministries (CHH and Shelter) are not separate non-profits, they are part of Broadmead Baptist Church, which is a 501(c)(3) non-profit organization. See attached letter.

13. IS THE NON-PROFIT INCORPORATED: YES/NO:

YES

14. IF YES ATTACH COPY OF CHARTER FROM MS SEC OF STATE:

15. If your organization is receiving rent or some equivalent thereof for use of some of all of the real property for which you are requesting an exemption, please provide the amount of rent collected and what percentage of the property is being rented or leased;

N/A

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16. If your organization is allowing other groups to use the property for a fee, please provide a detailed description of the groups utilizing the property, the fees associated with that usage, and the estimated percentage of the calendar year when the property is utilized by other organizations;

N/A

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17. If your organization provides services for a fee, please describe the fee structure and identify what portion of your clientele (a) pay a reduced fee and/or (b) do not pay any fee for the service;

CHH charges a fee based on the client's ability to pay. Approximately 64% of the sessions are charged a reduced rate. Full and partial scholarships are available. The fees charged do not cover all expenses of CHH. Expenses that exceed fees are covered by Broadmoor.

18. Review the attached copy of Mississippi statute (Section 27-31-1) and list the specific section of that law that applies to your organization; (d)

19. Please attach or enclose any other information that will support your Application for tax exemption status.

The undersigned, individual owner(s) of the property (the Pastor and one Deacon if a Church, or the church Business Manager), or an authorized officer of the company that owns the property, certifies that, to the best of his/her knowledge, no information contained hereinabove or in the attachments hereto is false in any way and that all information is truly descriptive of the property and the development for which this application for tax exemption is being submitted .

**OWNER OR AUTHORIZED REPRESENTATIVE:**

Emily Rhodus  
Print Name

  
PASTOR  
  
~~DEACON~~ BOARD CHAIR

Broadmoor Baptist Church  
Company or Organization Name

CFO  
Title

601-898-2345  
Telephone

accounting@broadmoor.org  
Email Address

Emily Rhodus  
Signature

3/31/2025  
Date



**APPLICATION FOR TAX EXEMPTION  
MADISON COUNTY TAX ASSESSOR  
MADISON COUNTY BOARD OF SUPERVISORS**

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1. APPLICANT FOR TAX EXEMPTION: Broadmeor Baptist Church
2. ADDRESS OF PROPERTY: 1531 Highland Colony Parkway, Madison, MS 39110
3. PARCEL#: 071A-12A-011/33.00 and 071A-12A-011/35.00
4. DATE PROPERTY ACQUIRED: April 16, 2010
5. INITIAL TAX YEAR FOR REQUEST: 2025
6. ARE ANY PROPERTY TAXES CURRENTLY DUE FOR THIS PROPERTY?  
(CIRCLE ONE): YES (NO)

a. If Yes, list the tax years with taxes currently due and owing:

\_\_\_\_\_

7. REASON FOR TAX EXEMPTION: S 27-31-1
8. IF THE EXEMPTION CLAIM IS FOR A CHURCH PLEASE  
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- c. As a hospital or infirmary together with a reasonable amount of ground annexed thereto;
- d. All buildings used as a school or college or seminary of learning;
- e. All buildings used for an orphan asylum or institution;
- f. All buildings used for a campground or assembly for religious purposes;
- g. lands for a cemetery of sufficient dimensions;
- h. All buildings and grounds used for denominational headquarters and/or administrative purposes;
- ① Any land which is maintained and used as a parking lot for the convenience of the members of the congregation, church, cathedral, mission, or other unit or administrative unit from which the society receives NO REVENUE, fee, charge or assessment

9. IF THE EXEMPTION CLAIM IS FOR A CHURCH WHICH OF THE ABOVE QUALIFIES THE CHURCH PROPERTY FOR TAX EXEMPTION:

a + i - land annexed to the property where church is located and includes parking lot for church

10. IF THE EXEMPTION CLAIM IS FOR A CHURCH ARE ALL PROPERTIES CLAIMED ANNEXED TO THE CHURCH: YES/NO:

11. IF THE EXEMPTION CLAIM IS FOR A CHURCH AND THE PROPERTY CLAIMED FOR EXEMPTION IS NON-CONTIGUOUS OR NOT ANNEXED TO THE CHURCH PROPERTY WHAT IS THE PURPOSE FOR THE EXEMPTION AND IS THE PURPOSE FOR A NON-PROFIT BENEFIT:

N/A

12. IF THE EXEMPTION CLAIM IS FOR A NON-PROFIT PLEASE PROVIDE THE IRS EXEMPTION LETTER OR PROVIDE THE IRS EXEMPTION #:

See attached 501(c)(3) letter.

13. IS THE NON-PROFIT INCORPORATED: YES/NO:

14. IF YES ATTACH COPY OF CHARTER FROM MS SEC OF STATE:

15. If your organization is receiving rent or some equivalent thereof for use of some of all of the real property for which you are requesting an exemption, please provide the amount of rent collected and what percentage of the property is being rented or leased;

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**OWNER OR AUTHORIZED REPRESENTATIVE:**

Emily Rhodes

Print Name

[Signature]

PASTOR

[Signature]

~~DEACON~~

BOARD CHAIR

Broadmoor Baptist Church

Company or Organization Name

CFO

Title

601-898-2345

Telephone

accounting@broadmoor.org

Email Address

Emily Rhodes

Signature

3/31/2025

Date

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**OWNER OR AUTHORIZED REPRESENTATIVE:**

Emily Rhodus

Print Name



PASTOR



~~DEACON~~

BOARD CHAIR

Broadmoor Baptist Church

Company or Organization Name

CFO

Title

601-898-2345

Telephone

accounting@broadmoor.org

Email Address

Emily Rhodus

Signature

3/31/2025

Date

# State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State  
Jackson, Mississippi

## MISSISSIPPI CORPORATION INFORMATION SYSTEM

Corporation Name:  
BROADMOOR BAPTIST CHURCH OF THE METRO BAPTIST  
ASSOCIATION, INC.

Corp ID: 0649239  
Filed: 11/14/1997 AT 8:00 A. M.

Filing Fee Receipt: \$50.00



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

A handwritten signature in cursive script that reads "Eric Clark".

ERIC CLARK  
Secretary of State



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**

⇒ Broadmoor Baptist Church of the Metro Baptist Association, Inc.

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:

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:
⇒ <input type="text"/>	<input type="text"/>	<input type="text"/> (See Attached)
⇒ <input type="text"/>	<input type="text"/>	

**6. Name and Street Address of the Registered Agent and Registered Office is**

⇒ Name

⇒ Physical Address

⇒ P.O. Box

⇒ City, State, ZIP5, ZIP4

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

⇒ Name

⇒ Street



This page conforms with the duplicate original filed with the Secretary of State.

*Eric Clark*  
Secretary of State


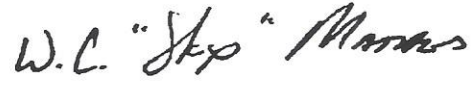
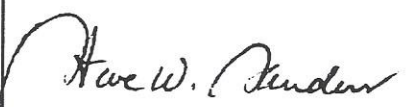


## Articles of Incorporation



⇒	City, State, ZIP5, ZIP4	Jackson	MS	39211 -
⇒	Name	W.C. "Skip" Mathews		
⇒	Street	145 Overlook Point Place		
⇒	City, State, ZIP5, ZIP4	Ridgeland	MS	39157 -
⇒	Name	Steve W. Sanders		
⇒	Street	2 Oakleigh Place		
⇒	City, State, ZIP5, ZIP4	Jackson	MS	39211 -
⇒	Name			
⇒	Street			
⇒	City, State, ZIP5, ZIP4			-
⇒	8. Other Provisions	<input checked="" type="checkbox"/>	See Attached	

## 9. Incorporators' Signatures (please keep writing within blocks)

 E. Don Moore	 W.C. "Skip" Mathews
 Steve W. Sanders	

This page conforms with the duplicate original filed with the Secretary of State.

  
Eric Clark  
Secretary of State

8(a) Purposes, Rights and Powers. The purposes for which Broadmoor Baptist Church of the Metro Baptist Association, Inc. is created and the rights and powers that are to be exercised by the corporation to accomplish the stated purposes of the corporation are as follows:

A. In general, Broadmoor Baptist Church of the Metro Baptist Association, Inc. is an organization, association, institution, and church established, incorporated, organized, existing, and operated as a non-profit religious corporation exclusively for the hereinafter specifically described religious purposes and which is intended to be exempt from taxation under Section 501(c)(3) of the United States Internal Revenue Code of 1986 and Section 27-7-29(a)(3) of the Mississippi Code Annotated of 1972, both such statutes as now or hereinafter amended, as well as any corresponding or successor statutes thereto ("IRC" and "MCA" respectively), and the First Amendment of the United States Constitution and Article 3, Section 18 of the Mississippi Constitution of 1890, including, for such purposes, the making of distributions to other organizations that qualify as exempt religious organizations under Section 501(c)(3) of the IRC. The corporation shall issue no shares of stock, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors,

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*Eric Clark*  
Secretary of State



trustees, deacons, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes set forth in this Article 7 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income taxation under Section 501(c)(3) of the IRC or by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

- B. Specifically, Broadmoor Baptist Church of the Metro Baptist Association, Inc. is organized for the purpose of advancing and promoting the worship of God through the reading and study of the Holy Bible as the revealed word of God, the teaching and preaching of the Gospel of our Lord and Saviour, Jesus Christ, conducting regular services of worship for the spiritual training, development and benefit of each member and for the

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*Eric Clark*  
Secretary of State

winning of souls to Jesus Christ. This church shall be missionary in spirit, extending the Gospel through our organized religious channels to the entire world. It shall exist to provide regular opportunities for public worship, to sustain the ordinances, doctrines and ethics set forth in the New Testament for the church of our Lord Jesus Christ, and to channel its offerings to the support of the objects of the Kingdom of God.

C. Broadmoor Baptist Church of the Metro Baptist Association, Inc. is comprised of a people on mission for, with and under Jesus Christ. Being led by the Holy Spirit and the Word of God, its members glorify God through worship, proclaim salvation through Jesus Christ, equip and nurture believers, encourage Christlike fellowship, minister to one another, and reach out to their community, state and world.

D. In order effectively to carry forward the objects and purposes set forth above, the corporation shall have full power and authority to receive, solicit, accept, hold, administer, invest, loan, and disburse funds, upon such terms as may be proper to encourage, promote and develop the purposes for which this corporation is created; to accept, acquire, receive, take and hold by bequest, devise, gift, contribution, grant, purchase, exchange, lease, transfer, or otherwise, from any person, firm, trust or corporation, and to hold, either absolutely or

This page duplicate  
of original filed with the Secretary of State.

*Eric Clark*  
Secretary of State

jointly with any other person or persons or corporations, unconditionally or in trust, for any of the purposes herein set forth, any property, real, personal or mixed, tangible or intangible, movable or immovable, of whatever kind, nature, or description and wherever situated, or any undivided interest therein, without limitation as to the amount or value; to convey, transfer, exchange, sell, mortgage, lease or otherwise administer and dispose of such property in trust or otherwise and to construct, invest, reinvest and deal with the same in such manner as in the judgment of the Board of Directors of the corporation will best promote its purposes, subject to such limitations, if any, as may be prescribed by statute; and to use and apply the whole or any part of the income therefrom or the principal thereof exclusively for religious purposes, directly or by making financial and other types of contributions to organizations having similar and related purposes.

- E. The powers and rights of this corporation shall be limited to those powers and rights as are reasonably necessary to accomplish its stated purposes and objects including, but not limited to, both those rights and powers set forth elsewhere herein and also the following: to borrow money, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the

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corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of same by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust, or by other privilege upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter acquired or otherwise; to purchase, own, hold, invest and reinvest its funds in, donate, sell, transfer, assign, mortgage, pledge, or otherwise dispose of and deal in the stocks, common or preferred, bonds, securities, or debentures, mortgages, or other evidences of indebtedness or in such other securities of other corporations, public or private, of any state or government, including bonds or securities of any state or political subdivision thereof, subject to the limitations and conditions contained in any bequest, devise, grant or gift thereof and, in general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a nonprofit corporation organized for the purposes hereinabove set forth, or reasonably necessary to the attainment of the purposes of the corporation.

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F. In such fiscal years (if any) that the corporation shall be a "private foundation" as described in Section 509(a) of the IRC and/or subject to the taxes imposed by Section 4940 et seq. of the IRC:

(i) the corporation shall distribute its income for each taxable year at such time and in such amounts to avoid liability for the tax on undistributed income imposed by Section 4942 of the IRC;

(ii) the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC;

(iii) the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the IRC;

(iv) the corporation shall not make any investment which would subject it to any liability for the tax imposed by Section 4944 of the IRC; and

(v) the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the IRC nor any political expenditures as defined in Section 4955(c) of the IRC.

8(b) **Dissolution.** Upon dissolution, liquidation, or winding up of the corporation, whether voluntary, involuntary or by operation of law, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the members of the corporation, and the Board of Directors shall, after paying or

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making provision for payment of all of the valid obligations and liabilities of the corporation, dispose of all of the assets of the corporation exclusively to carry out the purposes for which the corporation was formed in such manner or to such organization or organizations organized and operated exclusively for religious purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the IRC, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, provided however that such court has determined that the disposition is made exclusively (i) for the purposes constituting the corporation's basis for exemption or (ii) to a religious organization or organizations exempt from taxation under Section 501(c)(3) of the IRC.

- 8(c) Previous Organization As A Religious Society. The membership of Broadmoor Baptist Church, having previously been organized on April 5, 1959, and since then having existed, as religious society under and by virtue of the predecessor statute to Section 79-11-31(1) of the MCA, has authorized, empowered and directed the trustees of such religious society who are also the undersigned incorporators, to act as the incorporators of this corporation by filing these Articles of Incorporation on its behalf.

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8(d) Directors', Officers', Etc. Liability Insurance and Indemnification.

G. For purposes of this Article the following terms shall have the following meanings:

(i) The term "Covered Person" means any individual who is or was serving either as a deacon, officer, minister, director, employee, trustee, or agent of the corporation or who, while serving as a deacon, officer, minister, director, employee, trustee, or agent of the corporation is or was also serving, at the request of the corporation, as a deacon, officer, minister, director, partner, trustee, employee benefit plan fiduciary, employee or agent of Another Entity. (An individual is considered to be serving an employee benefit plan at the corporation's request if such individual's duties to the corporation also impose on, or otherwise involve services by, such individual to the plan or to participants or beneficiaries in the plan. The term "Covered Person" also means and includes the estate or personal representative of such an individual

(ii) The term "Liability" includes, but is not limited to, the obligation to pay a judgment, settlement, penalty, fine, or excise tax assessed with respect to an employee benefit plan incurred by a Covered Person who is

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a Party to a Proceeding, as well as the Expenses of a Covered Person.

(iii) The term "Expenses" means reasonable expenses, including attorneys' fees, incurred by a Covered Person who is a Party to a Proceeding, as well as such reasonable expenses incurred by a Covered Person in connection with an appearance by such Covered Person as a witness in a Proceeding at a time when such Covered Person is not a Party to such Proceeding.

(iv) The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether by or in the right of the corporation or not, whether civil, criminal, administrative, investigative or otherwise, and whether formal or informal.

(v) The term "Indemnification Provision" means the applicable indemnification provisions, as in effect from time to time, of this Article, the statutes and other laws of the State of Mississippi governing corporations, the bylaws of the corporation, and any indemnity contract, any general or specific resolution or action of the Board of Directors or members of the corporation, or any order of indemnification entered by a court of competent jurisdiction.

(vi) The term "Party" means a Covered Person who was, is or is threatened to be made a named defendant or

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respondent in a Proceeding by reason of the fact that such individual is a Covered Person.

(vii) The term "Another Entity" means any other foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

H. In addition to any indemnity specifically permitted or mandated by the applicable provisions of the statutes of the State of Mississippi governing corporations (as in effect from time to time) and except to the extent otherwise prohibited or limited by Subarticle C of this Article, the Board of Directors of the corporation may make or provide for any further mandatory or discretionary indemnity of any Covered Person against Liability incurred in connection with any Proceeding and may make or provide for any mandatory or discretionary reimbursement of Expenses incurred by a Covered Person in connection with a Proceeding in advance of final disposition of the Proceeding, by and through the adoption by the Board of Directors of the corporation of either an authorization of indemnification in the bylaws of the corporation to that effect or general or specific resolutions of indemnification or the authorization by the Board of Directors of the corporation of the entering into by the corporation of contracts of indemnity with any Covered Person, all in the manner required by and to

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the fullest extent, consistent with public policy, as permitted from time to time by the laws of the State of Mississippi.

- I. If either the corporation or Another Entity, on behalf of a Covered Person, purchases and maintains insurance against any Liability asserted against or incurred by such Covered Person in the capacity of, or arising from such Covered Person's status as, a Covered Person, for which Liability the corporation would otherwise, from time to time, be required by, or would be permitted under, an Indemnification Provision to indemnify such Covered Person against such Liability, or to pay or reimburse Expenses in advance of final disposition of a Proceeding, to or for such Covered Person, then, notwithstanding any Indemnification Provision to the contrary, the corporation shall neither indemnify such a Covered Person for any such Liability, nor make any advance reimbursements of Expenses to or for such Covered Person for any such Expenses, for which indemnification or reimbursement, respectively, would otherwise be so required or permitted under any such Indemnification Provision, and such a Covered Person may not apply to any court for court-ordered indemnification under any such Indemnification Provision, to the extent that any such insurance policy would provide coverage for such Liability absent such indemnification or advance

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reimbursement of Expenses by the corporation under such Indemnification Provision but would exclude from its coverage any such Liability in connection with any claim or claims made against such Covered Person for which such Covered Person is indemnified against Liability or reimbursed Expenses in advance by, or is entitled to indemnification against Liability or advance reimbursement of Expenses from, the corporation under such Indemnification Provision. Provided, however, that the corporation may indemnify such a Covered Person against Liability incurred by such individual, and may reimburse Expenses in advance to or for such a Covered Person, to the extent that such Liability is not payable under any such insurance policy for any reason, such as, by way of amplification but not limitation, all or part of such Liability either being within the retention/deductible amount or the co-insurance provisions of the policy, or in amounts in excess of the aggregate dollar limits of coverage stated on the face of the policy.

- J. The indemnification authorized by Subarticle B of this Article or provided by the bylaws of the corporation implementing such authorization of indemnification shall not be deemed to prevent or limit the right of the corporation to indemnify any other person to the fullest extent, consistent with public policy, permitted from

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time to time by the laws of the State of Mississippi, nor shall it be deemed exclusive of any other rights to which any individual seeking indemnification from the corporation may be entitled under any other Indemnification Provision.

**8(e) Religious Doctrine Controlling.** If the religious doctrine governing the affairs of this corporation is inconsistent with the provisions of Sections 79-11-101 et seq. of the MCA under which the corporation is formed or any other state or federal law or statute applicable to the corporation, the religious doctrine of the corporation shall control to the extent permitted or required by the Constitution of the United States or the Constitution of the State of Mississippi or both.

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