

MISSISSIPPI GULF COAST PICKLEBALL, INC.

A Mississippi Non-profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be MISSISSIPPI GULF COAST PICKLEBALL, INC.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

MISSISSIPPI GULF COAST PICKLEBALL, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code. MISSISSIPPI GULF COAST PICKLEBALL, INC. will promote the sport of pickleball in order to provide a physical and mental wellness program to improve the lives of the general population, emphasize efforts towards the rapidly growing aging population that is projected to grow at a faster pace than any other age group, and promote pickleball to all generations in order to grow the sport along the Mississippi Gulf Coast.

3.02 Non-Profit

MISSISSIPPI GULF COAST PICKLEBALL, INC. is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

MISSISSIPPI GULF COAST PICKLEBALL, INC. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of MISSISSIPPI GULF COAST PICKLEBALL, INC. shall inure to the benefit of or be distributable to its members, trustees, 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 the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

MISSISSIPPI GULF COAST PICKLEBALL, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of MISSISSIPPI GULF COAST PICKLEBALL, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of MISSISSIPPI GULF COAST PICKLEBALL, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the MISSISSIPPI GULF COAST PICKLEBALL, INC. hereunder shall be selected by the discretion of a majority of the managing body of the MISSISSIPPI GULF COAST PICKLEBALL, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against MISSISSIPPI GULF COAST PICKLEBALL, INC. by one (1) or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select

the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Mississippi.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Mississippi to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of or be distributable to its members, directors, officers or other private person or individual, 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 the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

MISSISSIPPI GULF COAST PICKLEBALL, INC. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Jerry Hodges, Rebecca Watson, Thomas Linenberger, and Deonne Linenberger.

ARTICLE VI
MEMBERSHIP

6.01 Membership

MISSISSIPPI GULF COAST PICKLEBALL, INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Mississippi Gulf Coast Pickleball, Inc.
2584 Rue Palafox
Biloxi, MS 39531

The mailing address of the corporation is:

Mississippi Gulf Coast Pickleball, Inc.
2584 Rue Palafox
Biloxi, MS 39531

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Jerry Hodges
15051 E Shadow Creek Dr.
Biloxi, MS 39532

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Jerry Hodges
15051 E. Shadow Creek Dr.
Biloxi, MS 39532

Rebecca Watson
15051 E. Shadow Creek Dr.
Biloxi, MS 39532

Thomas Linenberger
2584 Rue Palafox
Biloxi, MS 39531

Deonne Linenberger
2584 Rue Palafox
Biloxi, MS 39531

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of MISSISSIPPI GULF COAST PICKLEBALL, INC. were approved by the board of directors on January 30, 2020, and constitute a complete copy of Articles of Incorporation of MISSISSIPPI GULF COAST PICKLEBALL, INC.

Jerry Hodges
15051 E. Shadow Creek Dr.
Biloxi, MS 39532

Signature_____

Rebecca Watson
15051 E. Shadow Creek Dr.
Biloxi, MS 39532

Signature_____

Thomas Linenberger
2584 Rue Palafox
Biloxi, MS 39531

Signature_____

Deonne Linenberger
2584 Rue Palafox
Biloxi, MS 39531

Signature_____

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Jerry Hodges, agree to be the registered agent for MISSISSIPPI GULF COAST PICKLEBALL, INC. as appointed herein.

Jerry Hodges, Registered Agent

Date: January 30, 2020