

ARTICLES OF INCORPORATION
OF
Labor Alliance for Brotherhood Of Rail, Inc. (LABOR)
STATE OF MISSISSIPPI
COUNTY OF LOWDNES

ARTICLE I

The name of this corporation shall be the Labor Alliance for Brotherhood Of Rail, Inc. (LABOR, Inc.)

ARTICLE II

This Corporation is organized pursuant to the provisions of the General Nonprofit Corporation Law of the State of Mississippi.

ARTICLE III
PURPOSES AND POWERS

The Corporation is organized and shall be operated exclusively for charitable and educational purposes. The expressed purpose of the Labor Alliance for Brotherhood Of Rail, Inc. was formed to support the BMWED / IBT; to ensure that all members are treated fairly and equally and are educated on the responsibilities as members, such as participation, knowledge of collective bargaining agreements and labor issues; and to serve as an advocate for the labor movement.

The Corporation may take and hold any donations, grants, devises or bequests which may be made in the support of its purposes. All funds of the Corporation, whether from donations or otherwise, in excess of the expenditures necessary for the proper administration of such funds, shall be used exclusively for carrying on and promoting the charitable, educational and other nonprofit purposes for which the Corporation is formed as herein set forth.

The Corporation shall have only such purposes and shall engage only in such activities as are permissible for tax exempt corporations under Section 501©(3) of the Internal Revenue Code of 1986, as it may hereafter be amended. Under no circumstances shall any of the net earnings or assets of the Corporation inure to be distributed to the benefit of its directors and officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth above. The Corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

The Corporation shall enjoy perpetual corporate existence or such maximum period as may be authorized by the laws of the State of Mississippi.

ARTICLE V
REGISTERED OFFICE

The location and post office address of its registered office is:
3202 Bluecutt Road
P.O. Box 7603
Columbus, Mississippi 39705

The name and address of the registered agent is:

Danny Henry
551 Anderson Grove Road
Caledonia, MS 39740

**ARTICLE VI
BASIS OF ORGANIZATION**

The Corporation shall have no members or capital stock.

**ARTICLE VII
BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors which shall consist of not less than five (5) or more than nine (9) Directors, to be elected by a majority vote of the Members present and voting at the Annual Meeting of the Corporation. Members of the Board of Directors shall serve a four (4) year term and shall hold office until their successor is elected by a majority of the Members present and voting at the Annual Meeting of the Corporation. Directors may service successive terms up to 2 terms. Each Director shall have one vote and all Directors shall have equal rights and privileges. Directors may vote by proxy.

The Board of Directors shall be governed by the rules of admission, retention, suspension and expulsion, as prescribed by the By-Laws of the Corporation.

The Board of Directors shall elect a President, Vice-Presidents, Secretary and Treasurer from the Board's membership annually to serve until the next board shall be dully elected as herein provided. The duties of such officers shall be provided in the By-Laws of the Corporation. The President, Vice-Presidents, Secretary, and Treasurer shall be known as the Executive Committee.

The first Board of Directors of the Corporation is as follows:

Danny Henry
551 Anderson Grove Road
Caledonia, MS 39740

Murphy Evans, Jr.
2405 Whitetail Circle
West Point, MS 39773

Bryant D. Moses
705 S. Church Street
Florence, SC 29506

George V. Collie, Jr.
4956 NW 186 Street
Miami Gardens, FL 33055

Roger Sanchez
2802 Quail Run Drive
Humble, TX 77396

Anthony Rochon

Upper Marlboro, PA 20775

Marcus F. Hood
3470 Georgia Hwy. 15 North
Warthen, GA 31094

The Annual Meeting of the Board of Directors shall be held in the month of June or otherwise set by the Board of Directors.

**ARTICLE VIII
PERSONAL LIABILITY OF MEMBERS**

No personal liability shall ever attach to any member of the Corporation, or his heirs or estate, merely by virtue of his being a member, board member or officer of the Corporation. Any liability of the Corporation shall be a corporate liability, or where such liability may, under the law, be affected by the conduct or fraud of any given member in connection with duties assumed by such member.

**ARTICLE IX
INDEMNIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS**

The Corporation shall indemnify and hold harmless each board member and officer now or hereafter serving the Corporation from and against any and all claims and liabilities to which they may be or become subject by reason of his now or hereafter being or having heretofore been a board member or officer of the Corporation, and/or by reason or alleged acts or omissions as such board member or officer, whether or not he continues to be such officer or board member at the time when any such claim or liability is asserted, and shall reimburse each such board member and officer for all legal and other expenses reasonably incurred in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not he continues to be such board member or officer at the time such expenses are incurred; provided however, that no director or officer shall be indemnified against any claim or liability arising out of his willful or wanton misconduct or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless, in the judgment of a majority of the Board of Directors of the Corporation, it is determined that the director or officer against whom such claims or liabilities are asserted has not been guilty willful or wanton misconduct. The foregoing right of indemnification shall not be exclusive of any other rights to which any board member or officer may be entitled as a matter of law.

**ARTICLE X
RESIGNATION**

A member of the Board of Directors, an officer, or an employee of the Corporation may resign from the Corporation at any time. The procedure for notices of resignation shall be provided in the By-Laws of the Corporation.

**ARTICLE XI
BYLAWS**

A majority of the Board of Directors shall have the power to make, amend and repeal the By-Laws to govern the Corporation.

**ARTICLE XII
AMENDMENTS**

The Board of Directors of the Corporation shall have the power to amend these Articles of Incorporation by a two-thirds (2/3) vote of all Directors at a special meeting or the Annual Meeting. Notification of the proposed amendments together with notice of time and place of the meeting shall be given within a reasonable time before a special meeting of the Annual Meeting. The Board also may amend these Articles of Incorporation by unanimous written consent.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Danny Henry
551 Anderson Grove Road
Caledonia, MS 39740

**ARTICLE XIV
DISSOLUTION**

Upon the dissolution, liquidation or winding up of the Corporation after paying or adequately providing for the debts and obligations thereof and otherwise returning or transferring assets as may be required by the Mississippi Nonprofit Corporation Law, all remaining net assets shall be conveyed or distributed to an organization or organizations as the Board of Directors may determine, which will best accomplish the purposes for which the Corporation is organized; provided, however, that organization or organizations must, at the time of such conveyance or distribution, qualify as an exempt organization or organizations under Section 501©(3) of the Code, and as an organization or organizations qualified as public charity or public charities under Section 509 (a) of the Code. None of the assets will be distributed to any member, officer or trustees of the Corporation.