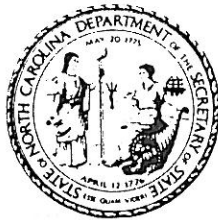


STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (5 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

CUMBERLAND COUNTY FIRE CHIEFS' ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 6th day of December, 1989.

after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 6th day
of December in the year of our Lord 1989.

Rufus L. Edmisten

ARTICLES OF INCORPORATION
OF
CUMBERLAND COUNTY FIRE CHIEFS' ASSOCIATION, INC.

We, the Undersigned natural persons of the age of eighteen years or more, acting as Incorporators for the purposes of creating a NON-PROFIT CORPORATION under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

DOCUMENT #467847
DATE 12/10/87 TIME 10:30
FILED
GUYUS I. CRISTEN
SECRETARY OF STATE
NORTH CAROLINA

-1-

The name of the corporation shall be CUMBERLAND COUNTY FIRE CHIEFS' ASSOCIATION, INC.

-2-

The period of duration of the corporation shall be perpetual.

-3-

The purposes for which said corporation is formed are as follows:

3.1. To operate exclusively for charitable, educational, religious and scientific purposes as referred to in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), herein generally called "exempt purposes", including, but not restricted to, the following more specific purposes:

3.1.1. To encourage and coordinate fire protection, rescue and emergency service, to establish harmony of action and to promote mutual aid between departments for the benefit, welfare, safety and protection of the individuals, citizens, residents, inhabitants, or other persons located in Cumberland County, North Carolina and areas adjacent thereto in times of emergency and special needs outside Cumberland County, North Carolina.

3.1.2. To purchase, take receive, lease, take by gift, grant, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

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

3.1.4. To acquire, by purchase, subscription, gift, grant, will or otherwise, and to own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic or foreign business corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

3.1.5. To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of or other form of security upon all or any of its property, franchises and income.

3.1.6. To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

3.1.7. To enter into any arrangement with others for the sharing of benefits or union of interests with respect to any transaction, operation or venture which the corporation has power to conduct by itself, even if such arrangement involves sharing or delegation of control of such transaction, operation or venture with or to others.

3.1.8. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

3.2. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntarily or involuntarily, or by operation of law, the following provisions shall apply:

3.2.1. This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code, so as to preclude contributions to this corporation from being deductible for purposes of taxation.

3.2.2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it, in any manner, or to any extent, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the State of North Carolina, or any other jurisdiction where such activities are carried on; nor shall it engage in transactions defined at the time as "prohibited" under Section 503 of the Internal Revenue Code.

3.2.3. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated for purposes that are not exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3.2.4. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, incorporator or organizer of this corporation, or any contributor to it, except as a reasonable allowance of actual expenditures made or services actually rendered to or for this corporation; and neither the whole nor any part or portion of such assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3.2.5. In the event of termination, dissolution or winding up of this corporation in any manner or for any reason or purpose whatsoever, its remaining assets, if any, shall be distributed to Cumberland County, North Carolina, a Body Politic of the State of North Carolina.

3.3. To engage in any lawful act or activity for which Non-Profit Corporations maybe organized under Chapter 55(a) of the General Statutes of North Carolina subject, however,

such activity does not prevent this corporation from qualifying and continuing to qualify as a tax exempt corporation under Internal Revenue Laws and the Revenue Laws of the State of North Carolina.

-4-

Membership in the corporation and the qualifications for membership, if any, shall be as set forth in the By-Laws of the corporation.

-5-

The corporation shall have a Board of Directors of not less than five persons nor more than fifty persons. The members of the Board of Directors shall be selected in such manner and for such term and in such number as shall from time to time be provided in the By-Laws of the corporation.

-6-

The initial registered office of the corporation shall be 130 Gillespie Street, Fayetteville, Cumberland County, North Carolina 28301, and the initial registered agent at such address shall be James Richard Strickland.

-7-

The number of persons constituting the initial Board of Directors of the corporation shall be three and the names and addresses of the persons who are to serve as the initial Directors, or until their successors are elected and qualified are, as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. F. Hall, Jr.	Route 1, Box 109 Stedman, N.C. 28391
Michael Middleton	572 Alleghany Road Fayetteville, N.C. 28304
Mark Melvin	3660 Metric Drive Hope Mills, N.C. 28348

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The names and addresses of all the Incorporators are:

J. F. Hall, Jr.	Route 1, Box 109 Stedman, N.C. 28391
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Michael Middleton

572 Alleghany Road
Fayetteville, N.C. 28304

Mark Melvin

3660 Metric Drive
Hope Mills, N.C. 28348

IN WITNESS WHEREOF, we have hereunto set our hands and seals the date set opposite our respective name.

DATE: Sept. 29, 1989

J. F. Hall, Jr. (SEAL)
J. F. HALL, JR.

DATE: Sept 29, 1989

Michael Middleton (SEAL)
MICHAEL MIDDLETON

DATE: Nov. 20, 1989

Mark Melvin (SEAL)
MARK MELVIN

STATE OF NORTH CAROLINA

CUMBERLAND COUNTY

I, Karen P. Williams, a Notary Public, do hereby certify that J. F. HALL, JR., MICHAEL MIDDLETON, and MARK MELVIN, each personally appeared before me this day and acknowledged the due execution of the foregoing Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and Notarial Stamp or Seal, this 20th day of November, 1989.

Karen P. Williams
NOTARY PUBLIC

My Commission Expires: 8/10/91

