



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

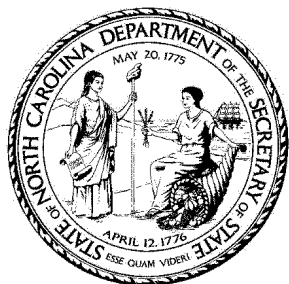
PIEDMONT CONSERVATION COUNCIL

the original of which was filed in this office on the 4th day of September, 1986.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of October, 2011.

Elaine F. Marshall

Secretary of State



RECORDED
JAN 11 1971
FILED
JAN 11 1971
CLERK OF SUPERIOR COURT
JAN 11 1971
JAN 11 1971

ARTICLES OF INCORPORATION OF

THE NORTH CENTRAL PIEDMONT RESOURCE CONSERVATION & DEVELOPMENT AREA, INC.
(Name of Corporation)

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose 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:

1. The name of the corporation is The North Central Piedmont Resource Conservation & Development Area, Inc.

2. The period of duration of the corporation shall be Perpetual

(May be perpetual or for a limited period)

3. The purposes for which the corporation is organized are: To plan and promote the orderly conservation, development, discovery, and utilization of natural resources including, but not limited to, the following: (1) Water (2) Land (3) Human, (4) Cultural (5) Forestry (6) Recreation and (7) Wildlife; to improve the general level of economic activity; enhance the environment; and improve the standard of living. This corporation is organized exclusive for education, benevolent and public purposes within the meaning of Section 501 (a) (3) of the Internal Revenue Code of 1954.

4. The corporation is to have the following class or classes of members: (If there are to be no members, so state.) There shall be twenty-one (21) members composed of three (3) members from each of the following counties in the State of North Carolina: Alamance, Caswell, Chatham, Guilford, Orange, Randolph and Rockingham. Said members to be appointed as provided by the by-laws.

5. Directors of the corporation shall be elected in the following manner: as determined by the by-laws of the corporation

6. The address of the initial registered office of the corporation is as follows:

Street address, (if none, so state) 201 South Main Street

City or town Graham

County Alamance

The name of the initial registered agent of the corporation at the above address is

Calvin T. Evans, Jr.

7. The number of directors constituting the initial board of directors shall be 7 and the names and addresses (including street and number, if any) of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
Dean Rainey	Rt. 9, Box 134	Burlington
Wilbur Page	Rt. 1, Box 529	Yanceyville
Carl Outz	P. O. Box 278	Pittsboro
W. G. Wyrick	2400 Alamance Church Road	Greensboro
Carl Walters	Rt. 1, Box 196	Efland
Arlie Culp	Rt. 2, Box 529	Ramseur
Archie Daniels	P. O. Box 4567	Eden

8. The names and addresses (including street and number, if any) of all the incorporators are

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
Dean Rainey	Rt. 9, Box 134	Burlington
Carl Walters	Rt. 1, Box 196	Efland
Arlie Culp	Rt. 2, Box 529	Ramseur

9. ~~In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to~~ The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. 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 any political campaign on behalf of any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

10. * Upon the dissolution of the corporation of the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. The Board of Directors shall have full power and authority to make, alter, amend or rescind the by-laws of the corporation.

10. The Board of Directors may alter, amend, rescind or modify the by-laws without the prior or subsequent approval of anyone, and said Board of Directors may also determine the number of committees, rules and regulations of the corporation, and shall have final authority with regard to membership in the corporation or any other committee, sub-group or other subordinate of the corporation.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 25th day
of August, A.D. 1986.

Dean Rainey
Carl Walters
Archie Culp

STATE OF North Carolina
COUNTY OF Alamance

This is to certify that on the 25th day of August, A.D. 1986, before
me, a Notary Public personally appeared

DEAN RAINEY, CARL WALTERS and ARLIE CULP

who, I am satisfied, are the persons named in and who executed the foregoing Article of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 25th day
of August, A.D. 1986

Brenda G. Brooks Brenda G. Brooks
Notary Public

(L. S.)

My Commission Expires: October 19, 1988

*Insert any provisions desired to be included in the Articles of Incorporation such as: regulation of internal affairs of the corporation, any matters required to be set forth in the by-laws, etc. See Chapter 55A of the General Statutes.