ARTICLES OF INCORPORATION

OF

North Carolina Association of Soil and Water Conservation Districts, Inc.

A North Carolina Nonprofit Corporation

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned natural person of eighteen (18) years of age or more, does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation, and doth set forth:

1. **Corporate Name.** The name of the Corporation is:
   North Carolina Association of Soil and Water Conservation Districts, Inc. (NCASWCD)

2. **Duration.** The period of duration of the Corporation is perpetual.

3. **Nonprofit Corporation; No Capital Stock.** The Corporation is not organized for pecuniary profit and shall not have any power to issue certificates of stock or pay dividends.

4. **Membership Corporation.** The Corporation shall have members whose rights and obligations shall be provided in the Bylaws of the Corporation.

5. **Purposes and Powers.** The Corporation is a charitable corporation under the meaning of N.C. Gen. Stat. §55A-1-40 (4) and 26 USC § 501(c)(3) and shall continue to have all the powers granted corporations under the laws of the State of North Carolina. The Corporation is organized for all lawful purposes for which a nonprofit corporation may be organized under North Carolina law, including but not limited to the following objects and purposes:
   A. Promoting an interest in the activities and programs of Soil and Water Conservation Districts and to coordinate the exchange of knowledge and information between Districts;
   B. Promoting suitable standards of conservation, restoration, management and the proper use of the State’s soil, water, and other natural resources;
   C. Addressing, and forming policies on, such issues as land use planning, non-point source water pollution, watershed protection, soil and water research efforts, and the overall environmental quality of North Carolina;
D. Fostering the accumulation and exchange of the knowledge of, and to disseminate information pertaining to, conservation, restoration, management, and the proper use of all of the State’s natural resources;
E. Promoting, sponsoring, and conducting research and disseminating knowledge concerning conservation, restoration, management, and proper use of the State’s soil, water, and other natural resources to the people of North Carolina;
F. Promoting and sponsoring educational programs of all types relating to the conservation, restoration, management, and proper use of the soil, water, and other natural resources of the State of North Carolina;
G. Securing the cooperation and assistance of local, state, and federal agencies and/or organizations and private citizen organizations interested in natural resource conservation in furtherance of local Soil and Water Conservation District programs;
H. Assisting and encouraging individuals in the study of natural resource conservation and management;
I. To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Internal Revenue Law);
J. To generally perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the Corporation is created; provided however, that no such power shall be exercised in a manner which is not consistent with Chapter 55A of the North Carolina General Statutes and Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. **Distributions; Prohibited Activities.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or 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 those purposes set forth in Article 5 of these Articles and in a manner set forth in its Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, nor participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate.

7. **Amendment.** These Articles can be amended at any annual or special meeting of the Association by a two-thirds vote: provided that the proposed amendment has been approved by the Executive Committee and that notice in writing has been submitted to all Voting Members of the Association at least thirty (30) days in advance of the meeting at which it is to be voted on. No amendment to these Articles shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the provisions set forth in Section 501(c)(3) of the Code.

8. **Governance and Board of Directors.** The management of the NCASWCD between annual or special meetings shall be vested in an Executive Committee. The NCASWCD Executive Committee shall serve as the Board of Directors and shall regulate the business and conduct of the Corporation. Members of the Executive Committee shall serve
without compensation, but are authorized to reimburse themselves amounts for reasonable expenses incurred. The number of members of the Executive Committee of the Corporation shall be as recited in the Bylaws of the Corporation. The Executive Committee shall be elected or appointed in the manner and for the terms provided in the Bylaws of the Corporation as such shall from time to time be amended.

9. **Officers and Committees.**
The NCASWCD shall have officers whose titles and duties shall be prescribed in the Bylaws. The NCASWCD can have committees as prescribed in the Bylaws.

10. **Immunity for Nonprofit Charitable Corporations Recognized by the NCASWCD.**
   A. Officer Immunity--Members of the NCASWCD Executive Committee, NCASWCD Committee Chairs and Vice-Chairs, and NCASWCD Area Officers, and all other officers defined in the Bylaws are considered "Officers" of the Corporation and shall not be personally liable for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty to the full extent as set forth in the North Carolina Nonprofit Corporation Act NCGS §55A-02-02(b)(4) and NCGS §55A-8-60 et al.
   B. Volunteer Immunity-- The NCASWCD adopts the "Immunity from Civil Liability for Volunteers" provisions of NCGS §1-539.10 to the full extent applicable.

11. **Meetings.** An Annual Meeting of the NCASWCD shall be held at a place designated by the President with the approval of the Executive Committee. The date of the Annual Meeting shall be set forth in the Bylaws. Each member shall be given at least fifteen (15) days advance notice of the time and place of each regular meeting. Special meetings may be called by the President and shall be called by the President when requested by a majority of the members of the Executive Committee. Notice of each special meeting shall state the time, place, and purpose of the meeting and shall be sent electronically or by mail by the Secretary to each member of the Association at least fifteen (15) days prior to such meeting. One-fourth of the voting membership of the Association shall constitute a quorum for the transaction of business at any meeting of the Association. However, in lieu of a roll call to determine the existence of a quorum, the President, without objection, may declare that a quorum is present. With an objection of any voting member at any time during the conduct of business of the Association, the President will initiate a roll call to determine if an actual quorum is present.

12. **Areas.** In order to promote the work of the Association and to facilitate the operations of the Districts, the State may be divided into “Areas.” The governance of the Areas and their composition shall be as determined by the Bylaws of the NCASWCD.

13. **Fiscal year.** The Fiscal year of the Corporation shall be from December 1st until November 30th of the following year.

14. **Dissolution.** Upon dissolution of the Corporation, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the remaining assets of the Corporation exclusively in such manner, or to
such organization or organizations organized and operated exclusively for charitable or educational or humanitarian purposes as shall from time to time qualify as an exempt organization under 26 USC § 501(c)(3) of the Internal Revenue Code. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable or educational purposes.

15. **Initial Registered Agent.** The name of the initial registered agent is: Dick Fowler

16. **Initial Registered Office.**
   a. The street address and County of the registered office of the Corporation is:
      512 N. Salisbury St.
      Raleigh, NC 27604-1148
      Wake County
   b. The mailing address and County of the registered office of the Corporation is:
      PO Box 27943
      Raleigh, NC 27611-7943
      Wake County

17. **Principal Office.**
   a. The street address and County of the initial principal office of the Corporation is:
      512 N. Salisbury St.
      Raleigh, NC 27604-1148
      Wake County
   b. The mailing address and County of the principal office of the Corporation is:
      PO Box 27943
      Raleigh, NC 27611-7943
      Wake County

18. **Incorporator.** The name and address of the incorporator is as follows:
    John Langdon
    7728 Raleigh Rd.
    Benson, NC 27504

19. **Effective Date.** These Articles will be effective December 1, 2015.

This the 6th day of January, 2015.

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John Langdon