

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BROAD & GALES CREEK COMMUNITY ASSOCIATION

The undersigned non-profit corporation hereby submits these Amended and Restated Articles of Incorporation for the purpose of integrating into one document its original Articles of Incorporation and all amendments thereto:

1. Name. The name of the corporation is Broad & Gales Creek Community Association ("Association").
2. Duration. The period of duration of the Association shall be perpetual.
3. Principal Office Address. The street and mailing address of the Association's principal office is 3010 Highway 24, Newport, Carteret County, North Carolina 28570.
4. Registered Office and Agent. The street and mailing address of the registered office of the Association is 3010 Highway 24, Newport, Carteret County, North Carolina 28570, and the registered agent of the Association at such address is Milon Morton.
5. Purposes: The Association is organized and will be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code") or any corresponding provision of any future United States Internal Revenue Laws (hereinafter the Code and the corresponding provisions of any future United States Internal Revenue Laws shall collectively be referred to as the "Code"). Specifically, the purpose for which the Association is formed is for the betterment, development and welfare of the communities of Broad and Gales Creek in Carteret County, North Carolina and on the instance thereto including the construction of a club building and the organization and maintenance of a fire department to provide fire and rescue services for the aforesaid communities.
6. Nonprofit Issues: The Association is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or any other individuals, except that the Association shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5 hereof. It

is intended that the Association will qualify at all times as an organization exempt from federal income tax pursuant to Sections 501(a) and 501(c) of the Code. The Association shall never directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.

7. Members. The Association shall have members. The rights of members shall be set forth in the Bylaws.

8. Dissolution. In the event of dissolution of the Association, any net assets remaining after the satisfaction of the Association's liabilities shall be transferred and delivered to one (1) or more of the following, as shall be selected by the Board of Directors of the Association:

a. an organization(s) that is organized and operated to provide fire and rescue services within Carteret County, North Carolina as shall be selected by the Board of Directors of the Association, as long as such organization(s) is exempt from federal income tax under Sections 501(c)(3), 501(c)(4) or 501(c)(6) of the Code; or

b. a state or possession of the United States (or political subdivision of any of the foregoing), or the United States or the District of Columbia, for exclusively public purpose.

Any net assets not disposed of as provided above shall be distributed in accordance with the order of the General Court of Justice in the County in which the principal office of the Association is located, exclusively for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for purposes set forth in Section 501(c)(3) of the Code.

9. Board of Directors. The affairs of the Association shall be governed by the Board of Directors. The number of directors, their terms of office, and the method of their selection shall be provided for and determined as set forth in the Bylaws of the Association.

10. Limitation on Personal Liability. To the fullest extent provided by law, no director of the Association shall be personally liable for monetary damages arising out of an action, whether by or in the right of the Association or otherwise, for breach of any duty as a director.

11. Amendments to Articles of Incorporation. Except as may be otherwise provided by the North Carolina Nonprofit Corporation Act, the Articles of Incorporation may be amended by the Board of Directors. Members shall not be entitled to vote on amendments to the Articles of Incorporation. Any amendment to the Articles of Incorporation shall be approved by unanimous written consent of the directors or by a majority of the directors at a meeting held upon at least five (5) days written notice, and such notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Articles of Incorporation and shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

IN TESTIMONY WHEREOF, these Amended and Restated Articles of Amendment are signed by the Executive Director of said Association, this the ____ day of _____, 2009.

BROAD & GALES CREEK COMMUNITY
ASSOCIATION

By: _____
_____, President