



Oxford Fire Department, Inc.

5688 Oxford School Road

Claremont, NC 28610

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF OXFORD FIRE DEPARTMENT, INC.

Pursuant to N. C. Gen. Stat. 55A-10-06, the Board of Directors of Oxford Fire Department, Inc. restates its Articles of Incorporation.

1. The name of this corporation before these Amended and Restated Articles was Oxford Fire Protection Association, Inc, but after these Amended and Restated Articles, the name of the corporation shall be Oxford Fire Department, Inc.

2. Attached hereto as Exhibit A is the text of the amended and restated articles of incorporation.

3. These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes. The Board of Directors of Oxford Fire Department, Inc. also adopted the restated articles of incorporation by a majority vote of the Directors in office.

4. The amended and restated articles of incorporation do not contain an amendment to the articles of incorporation requiring approval by a person whose approval is required pursuant to G. S. 55A-10-30.

IN WITNESS WHEREOF, the CORPORATION has caused its AMENDED AND RESTATED ARTICLES OF INCORPORATION to be signed in its name and on its behalf by the undersigned signatories, this the ___ day of _____, 2018.

Jerry Sherrill
Chairperson of the Board of Directors

Wayne Smith
Fire Chief of the Department

Tina Little - Secretary of the Board of Directors



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EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF OXFORD FIRE DEPARTMENT, INC.

The original Certificate of Incorporation of Oxford Fire Protection Association, Inc. was filed with the Secretary of the State of North Carolina on May 13, 1966. There was one Article of Amendment filed with the Secretary of the State of North Carolina on May 3, 2004. The Amended, and Restated Articles of Incorporation as set forth herein amend, integrate and restate the provisions previously filed with the Secretary of the State of North Carolina.

Article I – NAME

The name of this corporation before these Amended and Restated Articles was Oxford Fire Protection Association, Inc, but after these Amended and Restated Articles, the name of the corporation shall be Oxford Fire Department, Inc.

Article II – EXISTENCE

The period of duration of this corporation is perpetual.

Article III –NON-PROFIT, CHARITABLE CORPORATION

Oxford Fire Protection Association, Inc. is organized and shall exist as a non-profit charitable corporation.

ARTICLE IV—INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE, AND REGISTERED AGENT

Because this is a restatement of the articles of incorporation, there is no initial registered agent or initial registered office.



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Article V – INCORPORATORS

Because this is a restatement of the articles of incorporation, there are no incorporators.

Article VI—MEMBERSHIP

The corporation shall have members. Qualifications for membership shall be provided in the Bylaws of the corporation. A meeting of the Members shall be held once a year at a time and place designated by the Board of Directors for the transaction of such business as may properly come before the Members.

Article VII – DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution and winding up of the affairs of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied and discharged, the remaining assets of the corporation, if any, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of Justice of Catawba County, North Carolina, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated solely for such purposes.

ARTICLE VIII--REGISTERED OFFICE, PRINCIPAL OFFICE, AND REGISTERED AGENT

- A. The street address and county of the registered office and principal office of the corporation is:

5688 Oxford School Road
Claremont, NC 28610
Catawba County

- B. The mailing address of the registered office and principal office is:

5688 Oxford School Road
Claremont, NC 28610

- C. The name of the registered agent is: Jerry E. Sherrill



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ARTICLE IX--PURPOSE

Oxford Fire Department, Inc. is organized for all lawful purposes for which a non-profit corporation may be organized under the laws of the State of North Carolina, at the time of incorporation and as may be subsequently amended, including but not limited to the following purposes:

- A. To perform charitable, religious, educational, and scientific purposes, including making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.
- B. To provide fire suppression, rescue, and emergency services and to acquire and own fire, rescue, medical and other emergency services apparatus for use in the protection of persons and property from injury, loss, damage, destruction by fire and other emergencies, and to undertake any lawful activity in furtherance of these general purposes.
- C. To own and acquire land and to construct and erect buildings for corporate purposes, for use as housing for firefighters and rescue or medical personnel, for the housing of fire, rescue, medical and other emergency apparatus and for the providing of a place of meeting for the firefighters, community activities, members and directors of the corporation.
- D. To own and acquire land and all types of training equipment for the training of firefighters and rescue or medical personnel of the corporation; to sponsor or hold firefighting and emergency services schools; to provide emergency services authorized by the authority having jurisdiction over such emergency services.
- E. To 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 inconsistent with Chapter 55A of the North Carolina General Statutes or Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.



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- F. To perform any activity or task incidental or related to the activities of a Fire Department, including the purchase, ownership and disposition of equipment and land; providing mutual aid to other fire departments, assisting in auxiliary activities and groups; community support and outreach; enhancing community welfare and safety; and the borrowing and loaning of money in furtherance of these purposes.

Article X - POWERS

The corporation shall have all the powers conferred upon corporations by N.C.G.S. 55A-3-02, and such amendments thereto as may be enacted by law, all of which general powers are by reference made a part hereof as though fully herein written.

Article XI – PROHIBITED ACTIVITIES

The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IX thereof; except as provided, no part of the net earnings of the corporation shall benefit a director, or be distributable to the corporation's directors, trustees, officers, or other private persons. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted or be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) or the Internal Revenue code of 1986 (or the corresponding provisions of any future 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 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Article XII – GOVERNANCE AND BOARD OF DIRECTORS

A Board of Directors shall regulate the business and conduct of the corporation. Directors are authorized to reimburse themselves amounts for reasonable expenses incurred. The number of directors of the corporation may be fixed by the Bylaws of the corporation.



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Directors of the corporation 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.

The Board of Directors shall have the authority by a majority vote to make, change, alter, and rescind the bylaws of the corporation.

Article XIII – NON-STOCK CORPORATION

The corporation shall not have nor issue any capital stock.

Article XIV – LIMITATION OF LIABILITY OF MEMBERS

No member of this corporation shall be held liable or responsible for contracts, debts, obligations or defaults of the corporation

Article XV – LIMITATION OF LIABILITY OF DIRECTORS

To the fullest extent permitted by applicable law, no member of the Board of Directors shall have any personal liability for monetary damages arising out of any action, whether by or in the right of the corporation, or otherwise, for the breach of any duty as a member of the Board of Directors, except: (a) for liability for acts or omissions that the member of the Board of Directors at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, or (b) for liability under sections 55A-8-32 or 55A-8-33 of the North Carolina Nonprofit Corporation Act, or (c) for any transaction from which the member of the Board of Director derived an improper personal financial benefit.

Article XVI – EFFECTIVE DATE

The provisions set forth in these Restated Articles of Incorporation shall be effective immediately upon their adoption and shall supersede and nullify all previous constitutional enactments and provisions not mentioned herein.

(ALL SIGNATURES ARE LOCATED ON THE FOLLOWING PAGE)



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SIGNATURES

THIS IS TO CERTIFY that the above RESTATED AND AMENDED ARTICLES OF INCORPORATED of the OXFORD FIRE DEPARTMENT, INC. were duly adopted by the Board of Directors at a meeting held on the _____ day in the month of _____, 20____ after being presented to and approved by the Corporate Membership on the _____ day of _____, 2018.

Jerry Sherrill
Chairperson of the Board of Directors

Wayne Smith
Fire Chief of the Department

Tina Little - Secretary of the Board of Directors