

ARTICLES OF INCORPORATION

OF

NORTHWEST ARKANSAS METROPOLITAN
FIRE CHIEF'S ASSOCIATION, INC.
(A NON-PROFIT CORPORATION)

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a not-for-profit corporation under the Arkansas Non-Profit Corporation Act (Act 176 of 1963, as amended), adopt the following Articles of Incorporation of such corporation.

1. The name of this Corporation shall be NORTHWEST ARKANSAS METROPOLITAN FIRE CHIEF'S ASSOCIATION, INC.

2. The principal place of business for such Corporation shall be 202 West Elm, Rogers, Arkansas 72756. The registered agent for service at such address shall be Kenneth D. Riley.

3. The period of duration shall be perpetual.

4. The purposes for which the Corporation is organized are as follows:

(a) To provide administrative structure for intergovernmental operation's of fire protection services and hazardous materials responses and engage in public education/information programs on these subjects.

(b) To provide specialized training for fire-suppression and hazardous materials incident mitigations.

(c) To own, rent or lease property and/or equipment for the conduct of stated purposes.

(d) To act exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code; as amended in the future.

(e) To have all other powers set forth in Ark. Stat. Ann. Sec. 64-1907.

5. The provisions not inconsistent with state law under which the corporation shall operate are as follows:

(a) Said corporation shall commence upon the filing and recording of the written Articles and upon the approval of same by the Secretary of State of Arkansas. The Corporation may be dissolved at any time by the written consent of the members of the corporation.

(b) The corporate by-laws shall govern the internal affairs of the corporation.

6. The Registered Agent of the corporation is Kenneth D. Riley, 202 West Elm, Rogers, Arkansas 72756.

7. The number of Directors constituting the Board of Directors shall not be less than three nor more than seven as established in the corporate By-Laws. The initial Board of Directors shall consist of the following:

(a) Kenneth D. Riley, 202 West Elm, Rogers, Arkansas 72756-4764;

(b) Daniel E. White, 417 South Holcomb, Springdale, Arkansas 72764;

(c) Mickey Jackson, 303 West Center, Fayetteville, Arkansas 72701-5913.

8. The names and addresses of each incorporator are as follows:

(a) Kenneth D. Riley, 202 West Elm, Rogers, Arkansas 72756-4764;

(b) Daniel E. White, 417 South Holcomb, Springdale, Arkansas 72764;

(c) Mickey Jackson, 303 West Center, Fayetteville,

Arkansas 72701-5913.

9. Notwithstanding any provision in the laws of this State, including the provisions of the Arkansas Nonprofit Corporation Act (Arkansas Statutes 64-1901 et seq.), or in the Articles of Incorporation to the contrary (except as provided in subsection (3) below), the Articles of Incorporation of each corporation which is a "private foundation" as defined in section 509 of the Internal Revenue Code of 1954 (26 U.S.C. Sec. 509) shall be deemed to contain the following provisions: "The corporation shall make distributions at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954 (26 U.S.C. Sec. 4942); the corporation shall not engage in any act of self-dealing (as defined in section 4941(d) (26 U.S.C. Sec. 4941d) of the Code) which would subject it to tax under section 4941 (26 U.S.C. Sec. 4941) of the Code; the corporation shall not retain any excess business holdings (as defined in section 4943(c) (26 U.S.C. Sec. 4943(c)) of the Code) which would subject it to tax under section 4943 (26 U.S.C. Sec. 4943) of the Code; the corporation shall not make any investments in such manner as to subject it to tax under section 4944 (26 U.S.C. Sec. 4944) of the Code; and the corporation shall not make any taxable expenditures (as defined in section 4945(d) (26 U.S.C. Sec. 4945(d)) of the Code) which would subject it to tax under section 4945 (26 U.S.C. Sec. 4945) of the Code."

10. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision 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 provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal 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 such purposes.

NORTHWEST ARKANSAS METROPOLITAN
FIRE CHIEF'S ASSOCIATION

BY

KENNETH D. RILEY

MICKEY JACKSON

DANIEL E. WHITE

VERIFICATION

STATE OF ARKANSAS)
)SS
COUNTY OF BENTON)

We, the undersigned incorporators hereby certify that the facts contained in the foregoing Articles of Incorporation are true and correct to the best of our knowledge and belief.

KENNETH D. RILEY

202 West Elm
Pogers, AR 72756-4764

DANIEL E. WHITE

417 South Holcomb
Springdale, AR 72764

MICKEY JACKSON

303 West Center
Fayetteville, AR 72701

SUBSCRIBED AND SWORN to before me, a Notary Public,
on this _____ day of _____, 1987.

My Commission Expires:

Notary Public