

**ARTICLES OF INCORPORATION
OF
NORTHWEST GEORGIA EMERGENCY COMMUNICATIONS GROUP, INC.**

**ARTICLE I
NAME**

The name of the corporation is "Northwest Georgia Emergency Communications Group, Inc." which may be abbreviated as "NGECG, Inc." (hereinafter "Corporation").

**ARTICLE II
AUTHORITY**

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code as contained in Article 14, Chapter 3 of the Official Code of Georgia Annotated (the "Code").

**ARTICLE III
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE IV
PURPOSE**

The purposes of the Corporation include, but are not limited to, the furtherance of amateur radio and communications, public service, the pursuit of technical excellence in the art of communications, and any other purpose not in conflict with the Code or with the purposes as stated in the Corporation's Bylaws. It shall be organized, and at all times thereafter operated, exclusively for public charitable, educational, and scientific uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority to perform actions including, but not necessarily limited to, the following:

- (a) To acquire by purchase, lease, donation, or otherwise, and to improve and develop real property, and to sell and rent the same;
- (b) To buy, sell, mortgage, exchange, lease, let, hold for investment, or otherwise, and to use and operate real property of all kinds, improved and unimproved, and any right or interest therein;
- (c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time;

- (d) To solicit gifts, grants, and contributions and otherwise to raise funds to support and advance the charitable, educational, and scientific programs and activities of the corporation as provided above and in the Corporation's Bylaws;
- (e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation and the Corporation's Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Four and in the Corporation's Bylaws and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors. The method of electing the members of the board of directors shall be determined by the bylaws of the Corporation.

ARTICLE VI DEFINITIONS, LIMITATIONS, AND REGULATIONS OF CORPORATE POWERS

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of net earnings shall inure to the benefit of or be distributable to any director, officer, member, or other private individual.

No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE VII
REGISTERED OFFICE/AGENT AND PRINCIPLE OFFICE/MAILING
ADDRESS**

The initial registered office of the Corporation is at 213 Carriage Drive, Ringgold, Georgia, 30736. The initial registered agent of the Corporation is Douglas R. Woodruff.

The principle office and mailing address of the Corporation is 213 Carriage Drive, Ringgold, Georgia, 30736.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three members whose names and addresses are as follows:

- | | |
|---|--|
| 1) Douglas R. Woodruff
213 Carriage Drive
Ringgold, Georgia 30736 | 2) Rufus Mulinix
137 Hidden Meadow Lane
LaFayette, Georgia 30728 |
| 3) Joe Keith
1949 Hog Jowl Road
Chickamauga, Georgia 30707 | |

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

Douglas R. Woodruff
213 Carriage Drive
Ringgold, Georgia 30736

**ARTICLE X
MEMBERSHIP**

The Corporation shall have three (3) classes of members, namely; Full Members, Associate Members, and Family Members. The rights and duties of each class of members shall be set forth in the Corporation's Bylaws.

**ARTICLE XI
DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 a court of competent jurisdiction 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.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 11th day of October, 2002.

Douglas R. Woodruff,
Incorporator