

— 45997 —

CERTIFICATE OF INCORPORATION  
OF

LUMBEE RIVER ELECTRIC MEMBERSHIP CORPORATION

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We, the undersigned, incorporators of Lumbee River Electric Membership Corporation, being natural persons and residents of the territory in which the principal operations of the corporation are to be conducted and desirous of using electric energy to be furnished by the corporation, and having been granted permission to form an electric membership corporation under and pursuant to Chapter 291, Public Laws 1935 of North Carolina, by order of the North Carolina Rural Electrification Authority <sup>*dated June 27, 1940,*</sup> hereby execute this Certificate of Incorporation of said corporation.

1. NAME. The name of the corporation shall be "Lumbee River Electric Membership Corporation".

2. TERRITORY. The operations of the corporation shall be principally conducted in those parts of the county or counties of Hoke, Cumberland, Robeson, <sup>N</sup>Scotland, ~~Moore, Lee and Hoke~~, State of North Carolina, which are not now served or which are inadequately served with electric energy.

3. PRINCIPAL OFFICE. The location of the principal office of the corporation, and the post-office address thereof, shall be Raeford, North Carolina.

4. NUMBER OF DIRECTORS. The number of directors shall be determined as provided in the bylaws. This number shall not exceed fifteen (15) and shall not be less than seven (7).

+ 5. DIRECTORS FOR FIRST YEAR. The names and post-office addresses of the directors who are to manage the affairs of the corporation for the first year of its existence or until their successors are chosen, are:

<u>Name</u>	<u>Post Office Address</u>
C. A. Alford,	Rowland, North Carolina.
Mrs. Lucy Smith,	Raeferd, North Carolina.
Mrs. Thomas McGirt,	Wagram, North Carolina.
J. R. Caddell,	Maxton, North Carolina.
J. McN. Gillis,	RFD #3, Fayetteville, North Carolina.
Dan McGirt,	Wagram, North Carolina.
J. A. Roper,	RFD #3, Maxton, North Carolina.
J. E. Morrison,	Maxton, North Carolina.
Marshall Newton,	RFD #2, Raeferd, North Carolina.

6. DURATION. The duration of the corporation shall be perpetual.

7. MEMBERSHIP. The terms and conditions upon which persons shall be admitted to membership in the corporation are as follows:

(a) The undersigned incorporators shall be members of the corporation. Any person, firm, corporation or body politic may become a member in the corporation by:

- (1) paying the membership fee specified in the bylaws;
- (2) agreeing to purchase from the corporation electric energy as hereinafter specified; and
- (3) agreeing to comply with and be bound by this certificate of incorporation of the corporation and the bylaws and any amendments thereto and such rules and regulations as may from time to time be adopted by the board of directors,

provided, however, that no person, firm, corporation or body politic shall become a member unless and until he or it has been accepted for membership by the board of directors or the members. A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the husband and wife comply jointly with the provisions of the above subdivisions (1), (2) and (3).

(b) Membership in this corporation shall be evidenced by a

certificate of membership which shall be in such form and shall contain such provisions as shall be determined by the board of directors not contrary to or inconsistent with the certificate of incorporation or the bylaws of the corporation.

(c) Each member shall, as soon as electric energy shall be available, purchase from the corporation all electric energy used on the premises referred to in the application of such member for membership, and shall pay therefor monthly at rates which shall from time to time be fixed by resolution of the board of directors; provided, however, that the electric energy which the corporation shall furnish to any member may be limited to such an amount as the board of directors shall from time to time determine and that each member shall pay to the corporation such minimum amount per month as shall be fixed by the board of directors from time to time, regardless of the amount of electric energy consumed. Each member shall also pay all obligations which may from time to time become due and payable by such member to the corporation as and when the same shall become due and payable.

(d) No person may own more than one membership in the corporation, and each member shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the corporation. A husband and wife holding a joint membership shall jointly be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members.

(e) The private property of the members of the corporation shall be exempt from execution for the debts of the corporation and no member shall be individually responsible for any debts or liabilities of the corporation.

(f) The bylaws of the corporation may make provisions, not inconsistent with law or this certificate of incorporation, regulating the admission, withdrawal, suspension or expulsion of members.

(g) Membership in the corporation and a certificate representing the same shall not be transferable except upon the terms and con-

ditions provided in the bylaws.

8. PURPOSES. The purposes of the corporation shall be to render service to its members and to promote and encourage the fullest possible use of electric energy in the rural sections of the State of North Carolina by making electric energy available to the inhabitants of the State at the lowest cost consistent with sound economy and prudent management of the business of the corporation, and shall include all purposes required and authorized by the Electric Membership Corporation Act of the State of North Carolina, including amendments thereto subsequent to the date hereof. Without in any manner restricting or limiting the foregoing, the purposes of the corporation shall include the following:

To generate, manufacture, purchase, acquire and accumulate electric energy for its members and to transmit, distribute, furnish, sell and dispose of such electric energy to its members and in order to carry out or accomplish any or all of such purposes, to construct, erect, purchase, lease and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease, exchange and mortgage plants, buildings, works, machinery, equipment and supplies and electric transmission and distribution lines or systems;

To acquire, own, hold, exercise and, to the extent permitted by law, to mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses and easements necessary, useful or convenient for carrying out and accomplishing any of the purposes of the corporation;

To purchase, lease and in any manner acquire, own, hold, maintain, sell, lease, exchange, mortgage, pledge and in any manner dispose of any and all real and personal property which may be necessary, useful or convenient to carry out and accomplish any of the purposes of the corporation;

To assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character and, in

connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character, and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer and otherwise dispose of notes and other evidences of indebtedness and all security therefor;

To borrow money, to make and issue bonds, notes, bills of exchange, debentures and other evidences of indebtedness, secured or unsecured for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the corporation; to secure the payment of such bonds, notes, bills of exchange, debentures or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired;

To do and perform, either for itself or its members, any and all acts or things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes or as may be permitted by Chapter 291 of the Public Laws 1935 of North Carolina under which the corporation is formed;

All of the operations of the corporation shall be on a cooperative basis, not for pecuniary profit, and for the use and benefit of its members.

9. POWERS. The corporation shall possess and be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon corporations of the character of the corporation by the laws of the State of North Carolina now or hereafter in force.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals, this 27<sup>th</sup> day of June, 1940.

P. A. Alford (SEAL)  
Mrs. Lucy Smith (SEAL)

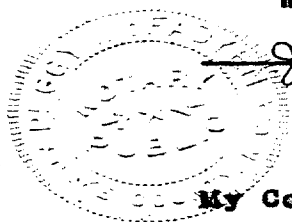
Mrs. Thomas McGirt (SEAL)  
J. R. Caddell (SEAL)  
J. M. Gillis (SEAL)  
J. A. Roper (SEAL)  
J. E. Morrison (SEAL)  
Marshall Newton (SEAL)  
Dan McGirt (SEAL)

**NORTH CAROLINA**

**HOKE COUNTY**

I, Reggy M. Fadyen, a Notary Public of said County and State, do hereby certify that C. A. ALFORD, MRS. LUCY SMITH, MRS. THOMAS MCGIRT, J. R. CADDELL, J. McN. GILLIS, DAN MCGIRT, J. A. ROPER, J. E. MORRISON and MARSHALL NEWTON personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal, this the 27<sup>th</sup> day of June, 1940.



Reggy M. Fadyen  
 Notary Public, Hoke County, N. C.

**My Commission Expires:**

My Commission Expires February 26, 1942 .

I, DUDLEY BAGLEY, Chairman, North Carolina Rural Elec-  
trification Authority, do hereby certify that I have examined  
the foregoing certificate of incorporation of Lumbee River  
Electric Membership Corporation, of Raeford, North Carolina, and  
find the same conforms to Chapters 288 and 291, Public Laws of  
1935.

In Testimony Whereof, I have hereunto set my hand and af-  
fixed my official seal at the City of Raleigh, this the 27th day  
of June, 1940.



Chairman

North Carolina Rural Electrification Authority .

