



*I, Ken Heckler, Secretary of State of the
State of West Virginia, hereby certify that*

by the provisions of Chapter 31, Article 1, Sections 27 and 28 of the West Virginia
Code, the Articles of Incorporation of

CAMP CREEK STATE PARK FOUNDATION, INC.

conform to law and are filed in my office. I therefore declare the organization to
be a Corporation for the purposes set forth in its Articles, with the right of perpetual
existence, and I issue this

CERTIFICATE OF INCORPORATION

to which I have attached a duplicate original of the Articles of Incorporation.

*Given under my hand and the
Great Seal of the State of
West Virginia, on this*

TWENTY-SECOND day of
FEBRUARY 19 88

Ken Heckler
Secretary of State.



Filed in the Office of
Secretary of State of West Virginia

This Date FEB 22 1988

ARTICLES OF INCORPORATION

of

CAMP CREEK STATE PARK FOUNDATION, INC.

We, the undersigned, acting as incorporators of a corporation under the provisions of the West Virginia Corporation Act, Section 27, Article 1, Chapter 31 of the Code of West Virginia, 1931, as amended, desiring to associate ourselves as a nonprofit corporation exclusively for charitable purposes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of this corporation shall be "Camp Creek State Park Foundation, Inc."

ARTICLE II.

PERIOD OF DURATION

The period of duration of the Camp Creek State Park Foundation, Inc. shall be perpetual.

ARTICLE III.

PRIMARY PURPOSE

Camp Creek State Park, Foundation, Inc., hereinafter called Foundation, is formed, organized, and now exists exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding provision of any future United States Internal Revenue Code, by lessening the burdens of state government of the State of West Virginia. The Foundation is organized as a non-stock, nonprofit corporation.

The Foundation shall be a cooperating association of the West Virginia State Park Foundation, Inc. As such all of its activities and endeavors shall be in furtherance of the goals, purposes, endeavors and activities of the West Virginia State Park Foundation, Inc., the West Virginia Department of Commerce and the state park system, and nothing it does or undertakes may conflict with or be opposed to them in any manner.

The primary activity of the Foundation shall be to solicit, receive and accept contributions, gifts, grants, devises and bequests of real or personal property, or both, from individuals, foundations, partnerships, associations, governmental bodies and public and private corporations, and to hold, administer, maintain, invest, use, disburse and apply the whole or any part of such property and of the income therefrom and the principal thereof for the primary purpose of supporting, contributing to and cooperating with Camp Creek State Park and the Division of Parks and Recreation, West Virginia Department of Commerce, in carrying out their existing purposes, powers, duties and activities as set forth in the Constitution of the State of West Virginia, and Article 1, Chapter 5B of the Code of West Virginia, 1931, as amended.

Prior to undertaking any effort to solicit real or personal property for a specific or designated project, or accepting or receiving any real or personal property for a specific or designated project, the Foundation shall obtain the approval of the Director of the Division of Parks and Recreation, West Virginia Department of Commerce, to assure that the project is in conformance with its long range plans, master plans, and design, construction, operations and use criteria.

ARTICLE IV.

SPECIFIC PURPOSES

Subject to and limited by the Primary Purpose set forth in ARTICLE III hereof, the Foundation shall have the following specific purposes:

1. To be a resource for Camp Creek State Park and the

general public with respect to recreational, conservational, ecological, historical and natural resources of the park.

2. To acquire real and personal property designated for Camp Creek State Park and to hold such property until public funds become available for its purchase.

3. No part of the net earnings of the Foundation may inure to the benefit of, or be distributable to any member, director or officer of the Foundation, or any private individual, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered to or for it, and to make payments and distributions in carrying out its purposes and powers. No member, director, officer of the Foundation or any private individual may be entitled to share in the distribution of any of the Foundation's assets, if it should dissolve. The private property of the incorporators, directors and officers of the Foundation shall not be subject to debts or obligations of the Foundation to any extent whatsoever.

4. No substantial part of the Foundation's activities shall be carrying on of propaganda, lobbying or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene in any manner, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for political office.

ARTICLE V.

POWERS

The Foundation shall not have or possess any power at any time the effect or purpose of which prevents the Foundation from qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may be amended hereafter, or which prevents any gift, grant, devise or bequest from qualifying as a charitable contribution for Federal Estate Tax purposes or for Federal Income Tax purposes deductible under section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding

provision of any future United States Internal Revenue law. Subject to the above limitation, the Foundation shall have and possess the following powers, any and all of which may be exclusively in furtherance of the Primary Purpose for which the Foundation exists as defined and set forth in ARTICLE III:

1. To make donations for the public welfare of Camp Creek State Park for charitable, scientific and educational purposes incident to the operation of the park.

2. To indemnify any person, director, officer, employee or agent pursuant to the powers granted by the provisions of the "West Virginia Corporation Act," Article 1, Chapter 31 of the Code of West Virginia, 1931, as amended, or as it may be amended in the future.

3. To execute trust agreements and accept and administer trust funds relating to the purposes for which the Foundation has been organized and exists and not in conflict with the exempt status of the Foundation under the Internal Revenue Code and the laws and regulations governing and controlling Camp Creek State Park.

4. To pay the reasonable and necessary expenses for the operation of the Foundation out of the principal or income from contributions, gifts, grants, devises or bequests made expressly for that purpose or unrestricted as to their use by the donors or, unless expressly provided to the contrary by the agreement controlling the use of such funds, from income received from contributions, gifts, grants devises or bequests during the period said funds are held by the Foundation and are not required for the purposes specified by the donor, grantor or testator.

5. Unless otherwise specifically restricted by the donor, grantor or testator, the Foundation shall have and possess the following powers with reference to its investments.

(a) To receive and accept in kind and to hold and administer as an investment as long as it shall seem to it best, any and all property which may come to it without liability for depreciation or loss through errors of judgment or otherwise.

(b) To mingle funds of different gifts for the purpose of investment and reinvestment.

(c) To acquire, invest, reinvest, exchange, retain, sell or otherwise dispose of stocks, bonds, or other securities in the exercise of the judgment and care under the circumstances then prevailing which persons of prudence, discretion and intelligence generally exercise in the management of their own affairs, not in regard to speculation but in making investments of their own funds with a view to probable increase of principal as well as safety of their capital and current income. Within the limitations of this standard, the Foundation is authorized to acquire and retain every kind of property, real, personal or mixed, and every kind of investment including specifically, but without limiting the generality of the foregoing, bonds, debentures and other corporate obligations, stocks, preferred or common, and real estate mortgages and to retain any property properly acquired without limitation as to time and without regard to its suitability or original purchase. The Foundation shall not be limited or restricted to authorized investments for trustees under the laws of West Virginia or any other law as now existing or as hereafter enacted.

(d) To determine whether money or other property received is principal or income, or partly one and partly the other; to change and apportion expenses and losses to principal and income as it may deem just and equitable; and to make good any "wasting investment," losses of principal or premiums paid for securities, out of income over such periods of time as it may deem advisable.

(e) To invest and reinvest expendable principal received by the Foundation for specific purposes but not presently required for the purposes specified by the donor, grantor or testator in such investments as the Board of Directors shall determine after taking into account the time when said principal funds will be required and the necessity to preserve said funds without loss of principal and to use or accumulate the net income received therefrom for reasonable

expenses or operations of the Foundation, as the Board of Directors shall determine, but such expendable principal funds shall be available when required for use for the purposes specified by the donor, grantor, or testator.

ARTICLE VI.

PRIVATE FOUNDATION

In the event the Foundation is ever determined to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, the Foundation shall distribute its income for each taxable year in a manner to avoid taxation under Section 4942 of said Code, and the foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of such Code, shall not retain any excess business holdings as defined in Section 4943(c) of said Code, or the corresponding provisions of any future United States Internal Revenue law, and shall not make any taxable expenditures as defined in Section 4945(d) of such Code, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE VII.

ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Foundation is St. Rt., Box 34-G, Flat Top, West Virginia 25841.

The mailing address of the Foundation is St. Rt., Box 34-G, Flat Top, West Virginia 25841.

ARTICLE VIII.

REGISTERED AGENT

The registered agent of the Foundation and to whom notice or process may be sent or served upon is Cela Burge whose business address is St. Rt., Box 34-G, Flat Top, West Virginia 25841. Her business mailing address is the same.

ARTICLE IX.

DIRECTORS

1. The business and affairs of the Foundation shall be conducted by a Board of Directors comprised of ten voting members and one ex officio non-voting member. The Superintendent of Camp Creek State Park shall serve as the ex officio member. Until otherwise provided in the Foundation's Bylaws, and until their successors are properly designated and qualified in accordance with the Bylaws, the ten appointed voting members of the Board of Directors, hereinafter called Board, and their addresses and terms to serve are as follows:

<u>Board of Directors</u>	<u>Address</u>	<u>Terms</u>
1. Phillip Branson	Post Office Box 1369 Princeton, WV 24740	1 year
2. Terry Basham	Route 1, Box 198 Rock, WV 24747	1 year
3. William Sanders	320 Courthouse Road Princeton, WV 24740	2 years
4. William Burge	St. Rt., Box 34-G Flat Top, WV 25841	2 years
5. Claude Blankenship	Box 288 Matoaka, WV 24736	3 years
6. Jim Miller	176 Quail Valley Princeton, WV 24740	3 years
7. Beverly Maxwell	Post Office Box 121 Spanishburg, WV	4 years
8. Dan Hines	Post Office Box 40 Camp Creek, WV 25820	4 years
9. Cela Burge	St. Rt., Box 34-G Flat Top, WV 25841	5 years
10. Harold Wood	Post Office Box 144 Flat Top, WV 25841	5 years

2. Hereafter qualifications of the members of the Board, their matter of selection and the voting rights of ex officio members shall be determined by the Bylaws.

3. The real and personal property of the Foundation shall be under the complete control of the Board of Directors, which is charged with the responsibility of administering and expending said property in accordance with the purposes for which the corporation

was organized and exists, and in accordance with terms and conditions placed upon the use of any contribution, gift, grant, devise or bequest received by the Foundation.

ARTICLE X.

ACTION BY DIRECTORS

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by the majority of the directors entitled to vote with respect to the subject matter thereof.

ARTICLE XI.

DISSOLUTION

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purpose of the Foundation to the State of West Virginia for the purposes of the state park system. In the event that the State of West Virginia refuses to accept said distribution or any part thereof, said assets shall be distributed to counties or municipalities, or both, or their respective park/recreation board/commission to be used for public park purposes within their jurisdiction which distribution shall be determined by the Board of Directors. In the event that the counties or municipalities, or their respective park/recreation board/commission refuse to accept said distribution or any part thereof, or any part thereof is left after such distribution, said assets shall then be distributed 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 Directors shall determine.

ARTICLE XII.

INCORPORATORS

We, the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file this "Articles of Incorporation," and in witness whereof, we have accordingly hereto set our respective hands this the 18th day of February, 19 88.

	<u>NAME</u>	<u>ADDRESS</u>
1.	<u>Harold Wood</u> Harold Wood, Chairman	P.O. Box 144, Flat Top, WV 25841
2.	<u>Dan Hines</u> Dan Hines, Vice-Chairman	P.O. Box 40, Camp Creek, WV 25820
3.	<u>Cela Burge</u> Cela Burge, Sec./Treas.	St. Rt. Box 34-G, Flat Top, WV 25841

STATE OF WEST VIRGINIA

COUNTY OF RALEIGH, TO-WIT

I, Margaret Baxter, a Notary Public in and for the county and state aforesaid, hereby certify that Harold Wood, Dan Hines, Cela Burge whose names are signed to the foregoing Articles of Incorporation, as shown in ARTICLE XII, bearing date the 18th day of February 1988, this day personally appeared before me in my said county and severally acknowledge their signatures to be the same.

Given under my hand this 18th day of February, 1988.

NOTARIAL SEAL

Margaret Baxter

My Commission expires

May 15, 1989

Prepared by: Donald R. Andrews
Building 6, Room B-451
1900 Washington Street, East
Charleston, West Virginia 25305