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CERTIFICATE OF AMENDMENT  
of  
CERTIFICATE OF INCORPORATION  
of

EDGECOMBE-MARTIN COUNTY ELECTRIC MEMBERSHIP CORPORATION

We, the undersigned, President and Secretary, respectively, of Edgecombe Martin County Electric Membership Corporation, certify:

That the name of the Corporation is "Edgecombe-Martin County Electric Membership Corporation";

That the Certificate of Incorporation was filed in the office of the Secretary of State of the State of North Carolina on June 18, 1936, filed and recorded in the office of the Clerk of the Superior Court of Edgecombe County, Record of Corporations, Book 4, page 420, at seq. on June 29, 1936, filed and recorded in the office of the Clerk of the Superior Court of Martin County, Record of Corporations, Book 2, page 302, et seq. on June 26, 1936 and filed and recorded in the office of the Clerk of the Superior Court of Pitt County, Record of Corporations, Book 4, page 181, on August 15, 1938;

That the purpose of this Certificate of Amendment is to more specifically prescribe the terms and conditions for admission to membership in the Corporation;

That this Certificate of Amendment is executed pursuant to authority of a majority of the members of the Corporation given at a meeting duly convened and held pursuant to the charter and bylaws of the Corporation and the laws of the State of North Carolina;

That the Certificate of Incorporation be and the same hereby is amended by deleting "Section 7" and inserting in lieu thereof the following:

"7. Membership. The terms and conditions for admission to membership are as follows:

- "(a) 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 the 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 conditions provided in the bylaws."

WITNESS our hands and the seal of said Corporation this 13th day of April, 1939.

EDGECOMBE-MARTIN COUNTY ELECTRIC  
MEMBERSHIP CORPORATION

by R. J. Knight  
President  
by H. H. Phillips  
Secretary

(Seal)

Attest:  
H. H. Phillips  
Secretary

STATE OF NORTH CAROLINA )  
COUNTY OF EDGEcombe ) SS

This 13th day of April, A.D., 1939, a \_\_\_\_\_, personally appeared before me R. V. Knight and W. H. Phillips, President and Secretary, respectively, of Edgecombe-Martin County Electric Membership Corporation, who, being by me duly sworn, say that they are the President and Secretary, respectively, of the Edgecombe-Martin County Electric Membership Corporation and that the seal affixed to the foregoing instrument in writing is the corporate seal of the Corporation and that the said writing was signed and sealed by them in behalf of the said Corporation by its authority duly given. And the said R. V. Knight and W. H. Phillips acknowledged the said writing to be the act and deed of the said Corporation.

(Official Seal)

J. J. Hagans  
Notary Public  
My Commission Expires December 27, 1939

STATE OF NORTH CAROLINA )  
COUNTY OF EDGEcombe ) ) SS

We, R. V. Knight and W. H. Phillips, being severally duly sworn, depose and say that we are the President and Secretary, respectively, of Edgecombe-Martin County Electric Membership Corporation; that the attached Certificate of Amendment of the Certificate of Incorporation was executed and filed pursuant to authority of the affirmative votes of a majority of the members of the Corporation at a meeting held in full compliance with the charter and bylaws of the Corporation and the laws of the State of North Carolina.

IN WITNESS WHEREOF we have hereunto subscribed our names as President and Secretary, respectively, and affixed the corporate seal of the Corporation this 13th day of April, 1939.

R. V. Knight  
President, Edgecombe Martin Count  
Electric Membership Corporation  
W. H. Phillips  
Secretary, Edgecombe-Martin Count  
Electric Membership Corporation

Subscribed and sworn to before me  
this 13th day of April, 1939.

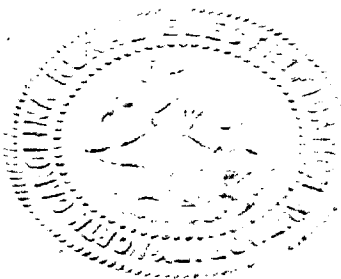
J. J. Hagans  
Notary Public, Edgecombe County, North Carolina.

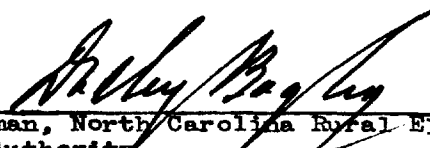
(Notarial Seal)

My Commission Expires December 27, 1939

I, DUDLEY BAGLEY, Chairman, North Carolina Rural Electrification Authority, do hereby certify that I have examined the foregoing certificate of incorporation of Edgecombe-Martin County Electric Membership Corporation, of Tarboro, N. C., and find the same conforms to Chapters 288 and 291, Public Laws of 1935.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at the city of Raleigh, this the 25<sup>th</sup> day of April, A. D. 1939.



  
Chairman, North Carolina Rural Electrification Authority.

