

CERTIFICATE OF AMENDMENT OF EDGECOMBE-MARTIN  
COUNTY ELECTRIC MEMBERSHIP CORPORATION

R. V. Knight and W. H. Phillips, being the duly elected and qualified President and Secretary, respectively of Edgecombe-Martin County Electric Membership Corporation, pursuant to chapter 291, Public Laws of 1935 of North Carolina, having been duly authorized so to do, hereby certify:

(a) That the name of the corporation is Edgecombe-Martin County Electric Membership Corporation (hereinafter referred to as the "Corporation");

(b) That the Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of North Carolina on the 18th day of June, 1936; and a copy thereof certified as a true and correct copy under the hand and seal of the Secretary of State was filed in the offices of the Clerks of the Superior Courts of Martin, Edgecombe and Pitt Counties, North Carolina on the 26th day of June, 1936, on the 29 day of June, 1936, and on the 15th day of August, 1938, respectively; and

~~(c)~~ That the Certificate of Incorporation of the Corporation, pursuant to authorization of a majority of the members of the Corporation, was amended and said amendment of Certificate of Incorporation was filed and recorded in the offices of the Clerks of the Superior Courts for the Counties of Martin, Edgecombe, Pitt, Nash and Wilson, on the 5th day of May, 1939, Record of Corporation Book 2 Page 357; on the 3rd day of May, 1939, Record of Corporation Book 4 Page 567; on the 8th day of May, 1939, Record of Corporation Book 4 Page 219; on the 16th day of May, 1939, Record of Corporations Book 2 Page 456; and on the 11th day of May, 1939, Record of Corporations Book 4 Page 211; respectively; and

(d) That the members at a duly convened meeting held on May 13, 1939, adopted by a vote of more than a majority of all of the members of the Corporation, the following resolutions:

RESOLVED, by the members of the Corporation that Paragraph 2 of the Certificate of Incorporation of the Corporation which reads as follows:

"2. Territory. The operations of the corporation shall be principally conducted in those parts of the county or counties of Edgecombe and Martin, State of North Carolina, which are not now served or which are inadequately served with electric energy."  
(1)

be, and the same is, amended to read as follows:

"2. Territory. The operations of the corporation shall be principally conducted in those parts of the county or counties of Edgecombe, Martin, Pitt, Nash and Wilson, State of North Carolina, which are not now served or which are inadequately served with electric energy."; and

RESOLVED, that the President and Secretary be, and they hereby are, authorized to execute and file a certificate of amendment and to take all steps and to do all things necessary and proper to effectuate the above and foregoing amendment to the Certificate of Incorporation of the Corporation.

WITNESS our hands and seals this 15th day of May, 1939.

(Corporate Seal)

R. V. Knight (SEAL)  
President, Edgecombe-Martin County  
Electric Membership Corporation.

W. H. Phillips (SEAL)  
Secretary, Edgecombe-Martin County  
Electric Membership Corporation.

STATE OF NORTH CAROLINA )  
COUNTY OF EDGECOMBE ) SS.

I, J. T. Hagans, Notary Public in and of the State and County aforesaid, do hereby certify that R. V. Knight and W. H. Phillips, both to me well known, acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and notarial seal, this the 15th day of May, 1939.

(Notarial Seal)

J. T. Hagans  
R. V. Knight  
Notary Public  
My Commission Expires December 27, 1939  
~~My commission expires~~ \_\_\_\_\_.

AFFIDAVIT

STATE OF NORTH CAROLINA )  
 ) SS.  
 COUNTY OF EDGEcombe )

R. V. Knight and W. H. Phillips, being duly sworn according to law depose and say that they are the duly elected and qualified President and Secretary respectively of Edgecombe-Martin County Electric Membership Corporation (hereinafter called the "Corporation") a corporation organized and existing under Chapter 291, Public Laws 1935 of North Carolina; that a special meeting of the members of the Corporation was held on May 13th, 1939, notice as required by the by-laws; that at said meeting more than a majority of all of the members of the Corporation were present and acted throughout and that at said meeting the members so present adopted the resolutions set forth in the foregoing Certificate of Amendment amending the Certificate of Incorporation of the Corporation as therein set forth, and duly authorized the affiants to execute and file such Certificate of Amendment and to take all steps and to do all things necessary to effectuate such Amendment to the Certificate of Incorporation of the Corporation by the votes cast in person by more than a majority of all of the members of the Corporation entitled to vote.

WITNESS our hands and seals this 15th, day of May, 1939.

R. V. Knight (SEAL)  
 President, Edgecombe-Martin County  
 Electric Membership Corporation.

W. H. Phillips (SEAL)  
 Secretary, Edgecombe-Martin County  
 Electric Membership Corporation.

Sworn to and subscribed before  
~~me~~, a notary public in and for  
 the State and County aforesaid,  
 this 15th day of May, 1939.


J. J. Haynes  
 Notary Public  
 My Commission Expires December 27, 1939  
~~My commission expires~~ \_\_\_\_\_ :

(Notarial Seal)

I, DUDLEY BAGLEY, Chairman, North Carolina Rural Electrification Authority, do hereby certify that I have examined the foregoing certificate of Amendment of 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 May, A. D., 1939.

(OFFICIAL SEAL)

  
Chairman, North Carolina  
Rural Electrification  
Authority.

**FILED**

MAY 26 1939

**THAD EURE**  
SECRETARY OF STATE