

# State of West Virginia



## Certificate

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

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

NORMAN FAMILY CEMETERY ASSOCIATION, 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.

Therefore, I hereby 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*  
Eighteenth \_\_\_\_\_ day of  
December 19 98

*Ken Hechler*  
Secretary of State

ARTICLES OF INCORPORATION  
NORMAN FAMILY CEMETERY ASSOCIATION, INC.

FILED  
DEC 18 1998  
IN THE OFFICE OF  
SECRETARY OF STATE  
WEST VIRGINIA

The undersigned, desiring to form a non-stock non-profit corporation under the non-profit corporation laws of the State of West Virginia and acting as incorporator of such corporation under Section 27, Article 1, Chapter 31, of the Code of West Virginia adopt the following Articles of Incorporation for such corporation filed in duplicate:

I. The undersigned agrees to become a non-stock, non-profit charitable corporation which is not organized for profit and which no capital stock shall be issued. The name of the corporation is Norman Family Cemetery Association, Inc.

II. The address of the principal office of said corporation will be located at 88 Chub Run Road, Mt. Clare, West Virginia 26408.

III. The purposes for which this corporation is formed are as follows:

The purpose for the corporation shall be the protection, preservation, beautification and perpetual care of that certain cemetery known as "Norman Cemetery", located on the westerly side of West Virginia Route 20/14, in Elk District, Harrison County, West Virginia.

In addition to the general powers granted to every West Virginia corporation, under Section 8, Article 1, Chapter 31, of the West Virginia Code of 1931, as amended, and in furtherance of the purposes set forth herein, the corporation shall have the following powers:

(1) Own, lease, acquire, dispose of, exchange, and sell real and personal property whether by gift, purchase or otherwise.

(2) Contract for any corporation purpose with individuals, associations and corporations, municipal corporations, any agency of the State government or its political subdivisions, and the State and the United States or any agency or department thereof.

(3) Sue and be sued in its corporate name.

(4) Lend and borrow money.

(5) Purchase, lease, exchange, improve, use or otherwise transfer real or personal property or any interest therein; grant or acquire options on real and personal property; and contract regarding the income or receipts from real property.

(6) Issue negotiable bonds, notes, and other evidence of indebtedness in conformity with applicable provisions of the Uniform Commercial Code and State law in such principal amounts, with such covenants, interest rates, maturities and options of redemption as in the discretion of the corporation shall be necessary or appropriate to provide sufficient funds for achieving any corporation purposes or to secure financial assistance from the United States or other sources for corporation projects and activities.

(7) Contract for and accept gifts or loans of funds or property from the United States, other corporations, associations, individuals or any other source and to comply with the terms and conditions thereof.

(8) Lend its funds, property or credit or services for corporation purposes, or act as a surety or guarantor for corporation purposes.

(9) Provide advisory, consultative, training, educational and community services or advice to individuals, associations, corporations or governmental agencies, with or without charge.

(10) Donate money, property or services on such terms and conditions as the corporation may in its discretion deem advisable to individuals, associations or corporations for corporation purposes.

(11) Control the use and disposition of corporation property, assets and credit.

(12) Invest and reinvest its funds.

(13) Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred.

(14) Conduct corporation affairs, carry on its operations, use its property as allowed by law, its charter, and its rules and regulations; and to name corporation officials, agents, and employees; secure the services of consultants for professional services, technical assistance or advice; and prescribe the duties, qualifications and compensation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons or purposes. This includes, among other things, the use by or benefit to any of the foregoing individuals of its earnings by distribution of profits by

dividends or otherwise, the payment of excessive rents or excessive salaries, or the use of its facilities to serve their private interest. With the exception of the Board of Directors whose members shall not receive any compensation, gain, or profit from the corporation, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The corporation shall be operated in compliance with the provisions hereof. The organization shall not engage in legislative activity unless such legislative activity is germane to the common business interest of the organization's members and is permissible to be carried on by an organization that is exempt under Section 501(c)(6) of the Federal Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the purposes of an exempt organization or organizations under Section 501(c)(6) 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. Any such assets not so disposed of shall be disposed of by the Circuit Court of Harrison County, West Virginia, or by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IV. Provisions granting preemptive rights are: none.

V. Provisions for the regulation of the internal affairs of this corporation are as follows: The affairs and business of the corporation shall be conducted by the Board of Directors.

VI. This corporation shall be a non-stock, non-profit corporation.

VII. The full name and address of the incorporator, including the zip code number, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bernard L. Norman	88 Chub Run Road Mt. Clare, WV 26408

VIII. The existence of the corporation is to be perpetual.

IX. The name and address to which notice or process served upon this corporation, service of which is accepted by the Secretary of State of the State of West Virginia, shall be sent to:

Bernard L. Norman  
88 Chub Run Road  
Mt. Clare, WV 26408

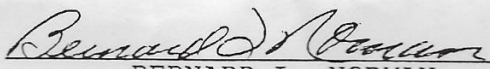
X. The number of Directors constituting the initial Board of Directors is five (5) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Bernard L. Norman	88 Chub Run Road Mt. Clare, WV 26408
James A. Norman	83 Chub Run Road Mt. Clare, WV 26408
Richard L. Norman	211 Bryan Avenue Clarksburg, WV 26301
Mark L. Norman	200 Westminister Drive Chapel Hill, NC 27514
James R. Maltba	864 McAndrews Hill Road Grantsville, MD 21536

However, the number of Directors may be increased by appropriate action of the members of the corporation and the laws of the State of West Virgiiia and under the provisions of the corporate By-laws of the corporation.

Neither the Directors nor officers of this association need be members of the association.

The undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, does make and file this ARTICLES OF INCORPORATION, and has accordingly hereunto set his hand this the 15th day of December, 1998.

  
BERNARD L. NORMAN

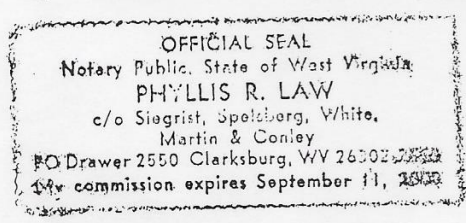
STATE OF WEST VIRGINIA )  
( TO-WIT:  
COUNTY OF HARRISON )

I, PHYLLIS R. LAW, a Notary Public, in  
and for the County and State aforesaid, hereby certify that  
BERNARD L. NORMAN, who signed the foregoing Articles of  
Incorporation, dated the 15th of December, 1998, this day  
personally appeared before me in my said County and acknowledged  
his signature to the same.

GIVEN under my hand and official notarial seal this  
15th day of December, 1998.

*Phyllis R. Law*  
\_\_\_\_\_  
Notary Public

My commission expires: September 11, 2000.



HARRISON COUNTY, WV  
FILED  
December 22, 1998 11:22:15

SYLVIA BASILE  
COUNTY CLERK  
TRANSACTION NO: 1998154572

ARTICLE OF INC BOOK  
Book: 00057 Page: 00988  
Line: 00001



Articles of Incorporation prepared by:  
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Siegrist & White, PLLC  
Attorneys at Law  
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P. O. Drawer 2550  
Clarksburg, WV 26302-2550