



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

OUTER BANKS PRESERVATION ASSOCIATION, INC.

the original of which was filed in this office on the 12th day of April, 2001.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of April, 2001

Elaine F. Marshall

Secretary of State

211019030

State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Outer Banks Preservation Association, Inc.
2. The text of each amendment adopted is as follows (state below or attach):

See attached Exhibit A

3. The date of adoption of each amendment was as follows:

April 8, 2001

4. (Check a, b, and/or c, as applicable)

a. The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (set forth a brief explanation of why member approval was not required): Pursuant to Article IV, Sect. 1 & 5 of the By-Laws of the Corporation, the Board of Directors are empowered to take such actions. Membership approval is not required.

b. The amendment(s) was (were) approved by the members as required by Chapter 55A.

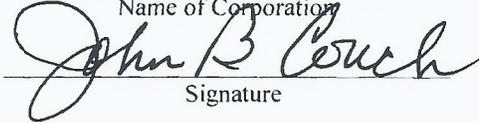
c. Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified: On receipt

This the 10th day of April, 2001

Outer Banks Preservation Association, Inc.

Name of Corporation



Signature

John B. Couch, President

Type or Print Name and Title

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

Exhibit A
Amendment to the Articles of Incorporation
Outer Banks Preservation Association, Inc.

April 10, 2001

In order to comply with requirements of the Internal Revenue Service (IRS), the Board of Directors of this Corporation has approved the following amendments to the Articles of Incorporation of the Corporation. This action was due to the denial of the Corporation's application to the IRS for 501(c)(3) tax-exempt status. In a letter explaining the reasons for denial, the IRS requires that the following changes be made to the original Articles of Incorporation:

(Referring to Form N-01. Changes in bold):

Item #4: The mailing address if different from the street address of the initial registered office is:
P.O. Box 339, Manteo, NC 27954.

Item #5: The name of the registered agent is: **Christopher Seawell**

Item #11: The mailing address if different from the street address of the principal office is:
P.O. Box 1355, Edenton, North Carolina 27920

These Additional Articles below supercede any and all previous Articles.

Additional Articles

The Outer Banks Preservation Association, Inc., was formed by concerned citizens and beach user groups as an educational and scientific charitable organization who are interested in preserving the traditional way of life prevalent on the Outer Banks of North Carolina. This lifestyle, based on independence, self-reliance, protection and preservation of natural resources and strong family values, has always regarded free and open access to the sound and ocean beaches as an inalienable right. Further, this right has, in the past, been assured by the National Park Service to the residents and visitors that live within and visit the Cape Hatteras National Seashore.

Said corporation (organization) is organized exclusively for charitable, educational, or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax Code.)

No part of the net earnings of the corporation (organization) shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution of the organization (corporation), assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax Code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization (corporation) is then located, exclusively for such purposes.