

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
THE GEORGIA MUTUAL AID GROUP
a public corporation organized under O.C.G.A. § 25-6-1, et seq.**

The Georgia Mutual Aid Group executes the following Amended and Restated Articles of Association and submits them to the Attorney General of the State of Georgia for approval and recordation with the Georgia Secretary of State:

I.

The name of the Corporation is The Georgia Mutual Aid Group (GMAG).

II.

The Corporation is a Mutual Aid Resource Pact organized pursuant to O.C.G.A. § 25-6-1, *et seq.*

III.

The Corporation shall have members. The types of membership, qualifications, and other matters relating to its members have been, and shall be, set forth in the Bylaws and Regulations of The Georgia Mutual Aid Group (hereinafter "Bylaws") and shall be consistent with O.C.G.A. § 25-6-1, *et seq.*

IV.

The initial registered office of the Corporation is at 6690 Church Street, Riverdale, Georgia 30274, in Clayton County. The initial registered agent of the Corporation at such address is Alan R. Shuman.

V.

The Corporation is organized exclusively for all purposes allowed under O.C.G.A. § 25-

6-1, *et seq.* (or the corresponding provisions of any future Georgia code of law). Such purposes do not exceed the scope of charitable, educational, scientific, literary, and testing for public safety purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Such purposes include, but are not limited to, preparing for, participating in, coordinating, organizing, executing, and/or concluding fire fighting and/or rescue relief efforts in response to catastrophes, extraordinary events, or other emergency situations.

VI.

This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article V of these Articles. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the

corresponding provision of any future United States Internal Revenue Law).

VII.

The Board of Directors shall be the governing body of the Corporation. The Board of Directors shall consist of the Fire Chief, or equivalent thereof, of each member "jurisdiction," as defined in O.C.G.A § 25-6-1. The Board of Directors, by majority vote, shall have the authority to adopt and/or amend the Corporation's Bylaws.

VIII.

The affairs of the Corporation shall be managed by an Executive Board. The number of Directors on the Executive Board of the Corporation and the method of election shall be established in the Bylaws.

IX.

Upon the dissolution of the Corporation's affairs, the Board of Directors, after paying or making provision for the payment of liabilities of the Corporation, shall distribute, transfer, convey, deliver, and pay over all of the assets of the Corporation then remaining in the hand of the Corporation to any and all of its "member jurisdictions," as defined by O.C.G.A. 25-6-1, which qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as a governmental entity entitled to an exclusion under Section 115 of the Internal Revenue Code of 1986, as amended, to be used exclusively for such purposes described in Article V of these Articles. In the event that, for any reason, upon dissolution of the Corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Judge of the Superior Court of the county in which the Corporation's principal office is located shall make such distribution, exclusively upon the

application of one or more persons having a real interest in the Corporation or its assets.

X.

The mailing address of the initial principal office of the Corporation is 2575 Chantilly Drive, N.E., Atlanta, Fulton County, Georgia 30324-3712.

IN WITNESS WHEREOF, The Georgia Mutual Aid Group has caused these Amended and Restated Articles of Association to be executed, its corporate seal affixed, and the foregoing to be attested, all by duly authorized officers, on this ____ day of May, 2000.

THE GEORGIA MUTUAL AID GROUP

[CORPORATE SEAL]

BY: _____
David Hawkins, President

ATTEST:

BY: _____
Jackie T. Gibbs, Secretary