

**State of North Carolina
Department of the Secretary of State**

ARTICLES OF AMENDMENT

OF

SKYLAND FIRE AND RESCUE CORPORATION

Pursuant to the General Statutes of North Carolina, the undersigned non-profit corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Skyland Fire and Rescue Corporation.
2. The Articles of Incorporation of the corporation are amended by adding the following to the Articles of the entity as follows:

“Section 5. Removal of Directors:

a. The governing body of the local government entity that holds the contract with the highest dollar value to the Skyland Fire and Rescue Corporation (“Fire Department”) for provision of fire services shall have the authority to remove from office up to 50% (Fifty Percent) plus one (1) member of the Board of Directors of the Fire Department pursuant to the following terms:

1. Before exercising this authority, the local government entity shall notify Skyland, in writing, of its intent to remove up to Fifty Percent (50%) plus one (1) member of the Board of Directors of the Skyland Fire Department no more than 60 (sixty) days and no less than 14 (fourteen) days prior to a meeting to be held for such purpose. The Notice shall include the time, date and location of any such meeting together with the names of all such directors which are subject to removal by the governing body; and,
2. All members of the Board of Directors together with any person residing in Skyland Fire District, owning property in the Skyland Fire District or paying Skyland Fire District tax shall be entitled to speak at any meeting at which a vote removing such Board Member may occur; and,
3. After such Hearing a majority vote of the governing body of the local government entity that holds the contract with the highest dollar value to the Fire Department for the provision of fire serves shall be sufficient to effect removal of up to Fifty Percent (50%) plus one (1) member of the Board Members of the Fire Department identified in the meeting Notice.

b. Any vacancy resulting from the vote as hereinbefore described in Section 5(a) shall be filled pursuant to the then existing By-Laws of the Fire Department.”

3. The date of adoption of this amendment was: July 13, 2015.

4. (Check either a, b, c, or d, whichever is applicable)

_____ a. The amendment was duly adopted by the incorporators prior to the issuance of shares.

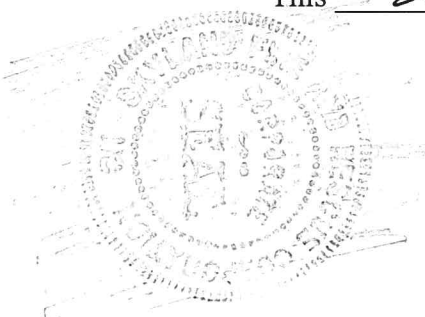
_____ b. The amendment was duly adopted by the board of directors prior to the issuance of shares.

_____ c. The amendment was duly adopted by the board of directors without shareholder action as shareholder action was not required because *(set forth a brief explanation of why shareholder action was not required)* _____

X d. The amendment was approved by unanimous vote by the members in attendance of the Annual Meeting of the Skyland Fire and Rescue Corporation pursuant to notice duly given and published in the Asheville Citizens Times.

5. These Articles will be effective upon filing.

This 24th day of August, 2015.



SKYLAND FIRE AND RESCUE CORPORATION

By: Tony Howtsinger
Print Name: Tony Howtsinger
Title: President of the Board of Directors

ATTEST: [Signature]
Corporate Secretary