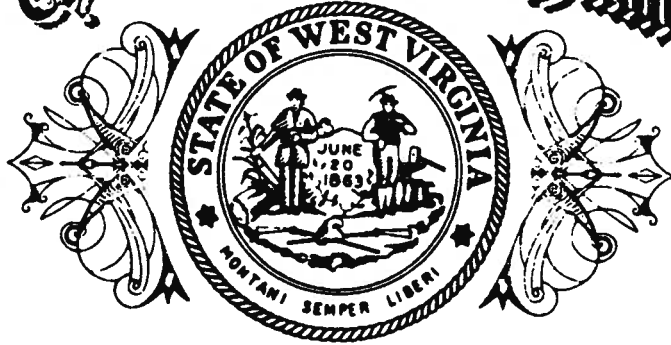


The State of West Virginia



CERTIFICATE OF INCORPORATION
OF

LITTLE KANAWHA RESOURCE
CONSERVATION AND DEVELOPMENT
PROJECT, INC.

DATED

February 19, 1975.

I. The undersigned agree to become a corporation by the name of (1)

Little Kanawha Resource Conservation and Development Project, Inc.

(1) The name of the corporation shall contain one of the words "association," "company," "corporation," "club," "incorporated," "society," "union," or "syndicate," or one of the abbreviations, "co." or "inc.," but no name shall be assumed already in use by another existing corporation of this State, or by a foreign corporation lawfully doing business in this State, or so similar thereto, in the opinion of the Secretary of State, as to lead to confusion.

II. The principal Office or Place of Business of said Corporation will be located at (1) No. 425.....

.....Juliana.....street, in the city (2)of.....Parkersburg.....
in county of.....Wood.....and State of.....West Virginia.....

Its chief works will be located (3) in.....the Counties of Calhoun, Jackson, Pleasants, Ritchie,
Roane, Tyler, Wirt, and Wood, West Virginia.....

(1) Insert number and name of street, if in a city having street numbers, if not, strike out.
(2) Erase the word "city," "town" or "village," leaving the one required.
(3) Give location of chief works; if at the same place as principal office or place of business, say "Its chief works will be located at the same place." If there be no chief works, say "Said corporation will have no chief works." If chief works are in West Virginia, give name of magisterial district and county in which they are or will be located. In case of oil well, gas well, or prospecting companies, and other like companies, where the chief works will be shifting, and in cases of companies that will have chief works, or works at different points in this State, say "chief works will be located in _____ district, in _____ county, State of West Virginia and elsewhere in said State." If chief works are not to be in West Virginia, then it is only necessary to give the name of the State or county in which they will be located.

III. The objects for which this Corporation is formed are as follows:

(Please type double space. If not sufficient room here to cover this point add one or more sheets of paper of this size.)

1. To conserve and develop natural resources for the use and benefit of the general public.
2. In furtherance of the above non-profit and public objects and purposes, this corporation may seek:
 - a. to furnish, or procure, money or other property for such developments and such other aids as may be necessary in the promotion, arrange for maintenance and operation of developments;
 - b. to buy, lease, acquire by gift or purchase, control, improve, use, sell, exchange, or otherwise dispose of works of improvement, facilities, structures, and all other property, real, personal and mixed.
 - c. to borrow money, accept loans and contributions of money and all other kinds of property, real, personal and mixed, from individuals or corporations and to receive grants of funds or property from the United States and from the State of West Virginia, from any and all agencies and political subdivisions of the United States and the State of West Virginia;
 - d. to convey, transfer or otherwise dispose of its property, real, personal or mixed, by gift to the State of West Virginia or any agency or political subdivision thereof.
3. It is the intention of the incorporators that this corporation shall be exempt from Federal Income Taxation under Section 501(c)(3) of the Internal Revenue Code of 1954. Accordingly, and pursuant to the provisions of Section 503(e) of said

Code, for any taxable year for which the corporation is determined to be a "private foundation" as that term is defined by Section 509 of said code, the corporation:

a. is required to distribute its income for such tax year at such time and in such manner as not to subject the corporation to tax;

b. is prohibited from:

(1) engaging in any acts of self-dealing as defined in Section 4941 of said Code;

(2) from retaining any excess business holdings as defined in Section 4943 of said Code;

(3) from making any investments in such manner as to subject the corporation to tax under Section 4944 of said Code; and

(4) from making any taxable expenditures as defined in Section 4945 of said Code.

4. In the event the activities of this corporation, in pursuance of the aforesaid objects and purposes are discontinued, or at such time as it is deemed appropriate by 60% of the active members of its Board of Directors, the corporation's property, or the proceeds from the liquidation and sale of the whole or part thereof, shall be distributed under direction of its Board of Directors in such proportion as the Board may determine, to the Department of Natural Resources of West Virginia, or to such other agency of the State of West Virginia, or to some one or more corporations, trusts, funds or foundations created under the laws of the United States or any state thereof organized and operated exclusively for charitable, scientific and educational purposes no part of the net earnings of which inure to the benefits of any shareholder or private individual and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. This corporation shall be non-profit, non-political, shall have no capital stock, and shall have no net earnings which inure to the benefit of any member or private individual.

6. The governing body of this corporation shall be a Board of Directors which shall have the sole right and responsibility for the management, control and direction of the corporation for purposes of any statutory provision or rule of law relating to members of a non-stock corporation and shall constitute the only members of this corporation for such purposes. The Board of Directors will consist of at least two members to represent each county, two representing the sponsors of the Little Kanawha Resource Conservation and Development Project, and at the discretion of the two Board members from each county, a third member may be selected on an at-large-basis from their respective counties.

One officer and seven additional directors shall constitute a quorum at any meeting of the Directors of this Corporation and, at any meeting of the Directors of this Corporation at which a quorum is present, the approval of a majority thereof shall be sufficient to authorize all actions for which director or membership approval is required, including but without limiting the generality hereof, amendment of this Agreement of Incorporation.

The Directors shall hold office for a term of three (3) years or until their successors are chosen. At the initial Board of Directors' Meeting the Directors shall draw lots to determine the length of their respective terms. Eight (8) Directors shall be selected to serve until the 1978 Annual Meeting of Directors; eight (8) Directors shall be selected to serve until the 1977 Annual Meeting of Directors; and the remaining Directors shall serve until the 1976 Annual Meeting of Directors. At each Annual Meeting of Directors held after the organizational Meeting of Directors, Directors elected shall be chosen for a full term of three (3) years.

Such other class or classes of members of an advisory or honorary nature may from time to time be authorized by the Board of Directors in recognition of contributions and assistance given the corporation. No such advisory or honorary class of members shall have any voting rights with regard to the corporations' affairs.

WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of West Virginia do make and file this Agreement; and we have accordingly hereunto set our respective hands this 11th day of February, 1975.

All the incorporators must sign below, signatures being the same as shown in Article V.

George H. Cook
James W. McFarland
Mona Region
E. C. Andrick
Doyle Hale
Laura M. Maple
Robert B. Murray

Ch. 31, Art. 1, Sec. 5, 1931, as amended.
Effective June 10, 1967.
AGREEMENT OF INCORPORATION prepared by:
(Name and Address)

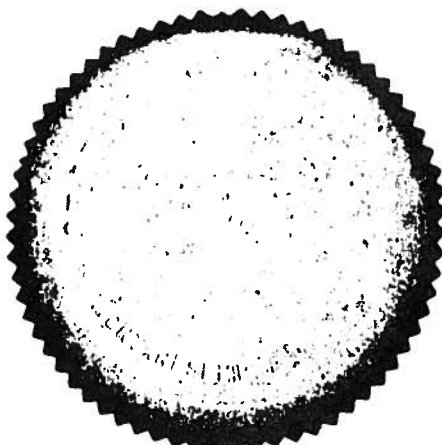
Robert B. Murray
Route #1
Palestine, WV 26160



Certificate of Incorporation

I, EDGAR F. HEISKELL III, Secretary of State of the State of West Virginia, hereby certify that an Agreement, duly acknowledged, has been this day filed in my office, which agreement is in words and figures following:

Wherefore, The incorporators named in the said Agreement and who have signed the same, and their successors and assigns, are hereby declared to be from this date a Corporation by the name, and for the purposes set forth in the said agreement, with the right of perpetual succession.



Given under my hand and
the Great Seal of the said State,
at the City of Charleston, this
NINETEENTH day of
FEBRUARY
Nineteen Hundred and SEVENTY-FIVE.

Edgar T. Heiskell
Secretary of State.

V. Name (5) and P. O. Address (6) - Write plainly, typewrite if possible: W. Va. Code 31-1-6 (c) - The full names and addresses, including street and street numbers, if any, and the city, town or village, of the incorporators, and if a stock corporation, the number of shares subscribed by each.

(The number of incorporators to be not less than three as to stock, nor less than five as to nonstock corporations.)

NAME (5)	ADDRESS (6)	No. of Shares Common Stock	No. of Shares Preferred Stock	Total No. of Shares
George H. Cesh	P. O. Box 128, Reedy, WV 25270	--	--	--
James W. McFerland	P. O. Box 188, St. Marys WV 26170	--	--	--
Mona Region,	P. O. Box 295, Cairo, WV 26337	--	--	--
E. C. Andrick	Elizebeth, WV 26143	--	--	--
Doyle Hale	Rt. #2, Belleville, WV 26133	--	--	--
Leasure Maple	Rt. #3, Pennsboro, WV 26415	--	--	--
Robert B. Murray	Rt. #1, Palestine, WV 26160	--	--	--

VI. The existence of this corporation is to be perpetual.

VII. For any additional provisions desired and which are authorized by law, see art. 1, c. 31, Code. Also set forth number of acres of land desired to be held in West Virginia, if such number be above 10,000 acres, pursuant to § 75, art. 12, c. 11, Code. If more space is required, add one or more sheets of paper this size.