Charlie Daniels
SECRETARY OF STATE

To All to Whom These Presents Shall Come,Greetings:

I, Charlie Daniels, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Incorporation

of

ARKANSAS FLOODPLAIN MANAGEMENT ASSOCIATION, INC.

filed in this office September 11, 2007 in compliance with the provisions of the law and are hereby declared a body politic and corporate, by the name and style aforesaid, with all the powers, privileges and immunities granted in the law thereunto appertaining.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 11th day of September 2007.

[Signature]
Secretary of State
ARTICLES OF INCORPORATION

OF

ARKANSAS FLOODPLAIN MANAGEMENT ASSOCIATION

In compliance with the requirements of the Arkansas Nonprofit Corporation Act of 1993, A.C.A. 4-33-101, et seq. (1993 Supp.), hereinafter referred to as the "Act," the undersigned, all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify as follows:

ARTICLE I

NAME: The name of the Corporation shall be Arkansas Floodplain Management Association, Inc.

ARTICLE II

DURATION: The duration of the Corporation shall be perpetual.

ARTICLE III

MEMBERS: The Corporation shall have members and shall be governed by the Constitution and By-Laws approved by the Board of Directors and members on September 11, 2007.

ARTICLE IV

PURPOSES: This Corporation is a public benefit corporation pursuant to the Act. The Corporation is formed exclusively for purposes for which a corporation may be formed under the Act, and not for pecuniary or financial gain.

The specific purposes for which the Corporation is organized are:

(a) to promote the common interest in flood damage abatement;
(b) to enhance cooperation and to exchange information among various related private organizations, individuals, local, state and federal agencies to encourage appropriate and effective approaches to managing the state's floodplains;

(c) to educate the public about floodplain management;

(d) to operate exclusively for charitable, religious, literary, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and

(e) to exercise all powers as provided for in the Arkansas Nonprofit Corporation Act of 1993, A.C.A. Section 4-33-101, et seq., (1993 Supp.).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 the purposes set forth in the purposes clause above. 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 any candidate for public office. Notwithstanding any other provision of this document, the
Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

ARTICLE V

REGISTERED OFFICE: The registered office of the Corporation is located at 3200 Brown Street, Little Rock, Arkansas 72204.

ARTICLE VI

REGISTERED AGENT: The registered agent of the Corporation is Sherman Smith, whose address is the same as that of the Registered Office of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS: The affairs of the Corporation shall be managed by a Board of Directors, with the number of members of such Board to be fixed from time to time by the By-Laws, but at no time shall the Board have less than four (4) members. The names and addresses of the initial Board of Directors are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sherman Smith</td>
<td>Executive</td>
<td>3200 Brown Street</td>
</tr>
<tr>
<td></td>
<td>Director</td>
<td>Little Rock, AR 72204</td>
</tr>
<tr>
<td>James C. Battreal</td>
<td>Chairman</td>
<td>3 Innwood Cir., Suite 220</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Little Rock, AR 72211</td>
</tr>
<tr>
<td>Jim Narey</td>
<td>Vice Chairman</td>
<td>550 Edgewood Dr., Suite 560</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Maumelle, AR 72113</td>
</tr>
</tbody>
</table>
Jay Whisker  Past Chairman  #1 Municipal Drive
                       Jacksonville, AR  72076

Marie Wilson  Secretary  P.O. Box 0043
                       Wooster, AR  72181

Beth Dial  Treasurer  101 W. Barraque Street
                       Pine Bluff, AR  71601

Kathleen Davis  NW Regional Director  905 NW 8th Street
                       Bentonville, AR  72712

Teddy Hooton  NE Regional Director  P.O. Box 1845
                       Jonesboro AR  72403

John Burton  Central Regional Director  3200 Brown Street
                       Little Rock, AR  72204

Ray Sowell  SW Regional Director  P.O. Box 730
                       De Queen, AR  71832

Greg Garner  SE Regional Director  1404 W. 31st Ave.
                       Pine Bluff, AR  71603

ARTICLE VIII

INCORPORATOR: The names and address of the Incorporator is as follows:

James C. Battreal  Chairman  3 Innwood Cir., Suite 220
                       Little Rock, AR  72211

ARTICLE IX

DISSOLUTION: The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation then in office, taken at a meeting of the Board of Directors called specifically for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. Upon dissolution, the assets of the
Corporation, after the payment or provision for all debts and other obligations of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax law or code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X**

**AMENDMENT OF ARTICLES:** Amendments to these Articles shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation then in office, voting at a special meeting of the Board of Directors called specifically for that purpose. A copy of all Amendments to these Articles shall be filed with the Secretary of State.

**IN WITNESS WHEREOF,** for the purposes of forming the Corporation under the laws of the State of Arkansas, the undersigned, constituting the Incorporator of the Corporation, has executed these Articles of Incorporation this 11 day of September 2007.

[Signature]

James C. Battreal, Incorporator