

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CHRISTIANA FIRE COMPANY  
(a Delaware non-profit corporation)

November 30, 2020

Christiana Fire Company (hereinafter called the "Company"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

FIRST: The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on January 4, 1922.

SECOND: The Original Certificate Incorporation of the Company was amended and such amendment was filed with the Secretary of the State of Delaware on December 30, 1985.

THIRD: This Amended and Restated Certificate of Incorporation has been duly adopted by the Company in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware and has been approved by the requisite vote of the members of the Company in accordance with the provisions of Section 242(b)(3) of the General Corporation Law of the State of Delaware.

FOURTH: The text of the Certificate of Incorporation of the Company, as amended, is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the Company is Christiana Fire Company.

ARTICLE II

The address of the registered office of the Company in the State of Delaware is 2 East Main Street, Newark, Delaware, 19702. The name of its registered agent at that address is Christiana Fire Company.

ARTICLE III

The nature and purpose of the Company is as follows:

To preserve life and property by providing community based Fire, Rescue, Emergency Medical and other emergency related services.

The Company is organized exclusively for charitable, religious, educational and/or scientific purposes as defined under Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the "Code"). The Company shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any

activity, that would prevent it from qualifying (and continue to qualify) as a corporation described in the Code.

The Company shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Company.

#### ARTICLE IV

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Company 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 herein. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company 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. Notwithstanding any other provision of these articles, the Company 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V

Upon the dissolution of the Company, assets 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 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 a Court of Competent Jurisdiction of the county in which the principal office of the Company 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 VI

The Company shall not have any capital stock.

#### ARTICLE VII

The business and affairs of the Company shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company. The number, classification, and terms of the Board of Directors of the Company and the procedures to elect directors, remove directors to fill vacancies in the Board of Directors shall be as stated in the Company's bylaws.

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## ARTICLE VIII

The bylaws of the Company may be furthered, altered, amended or repealed as set forth in the Company's bylaws.

## ARTICLE IX

The personal liability of all of the directors of the Company is hereby eliminated to the fullest extent allowed as provided by the General Corporation Law of the State of Delaware, as same may be supplemented and amended.

A director of the Company shall not be liable to the Company or its members for monetary damages for breach of fiduciary duty as a director, except to the extent that elimination of liability is not permitted under the General Corporation law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Company for or with respect to any acts or omission of such director prior to such amendment or repeal.

## ARTICLE X

The conditions of and qualifications for membership in the Company shall be as set forth in the Company's bylaws.

The undersigned, being the duly elected President and Fire Chief of the Company, for the purpose of amending and restating the Certificate of Incorporation of the Company, as amended, does make this Certificate, hereby declaring and certifying that this is the act and deed of the Company and the facts in this Amended and Restated Certificate of Incorporation stated are true, and accordingly have executed this Amended and Restated Certificate of Incorporation as duly authorized officers of the Company this 30<sup>th</sup> day of November, 2020.

  
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Kevin Cowperthwait, Fire Chief

  
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Brian C. Reeder, President