



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

### NCSS EDUCATION FOUNDATION, INC.

the original of which was filed in this office on the 15th day of May, 2001.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of May, 2001

*Elaine F. Marshall*

Secretary of State

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ARTICLES OF INCORPORATION  
OF  
NCSS EDUCATION FOUNDATION, INC.

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes, as amended:

1. Name. The name of the corporation is NCSS Education Foundation, Inc.
2. Charitable Corporation. The corporation is a charitable or religious corporation within the meaning of N.C. Gen. Stat. Section 55A-1-40(4).
3. Purposes. The purposes for which the corporation is formed are:
  - (a) Notwithstanding anything to the contrary herein, to qualify and maintain its status as a tax-exempt organization under Section 501(c)(3) of the Code, as being operated exclusively for charitable, literary and educational purposes; and
  - (b) To support and at all times hereafter to operate exclusively to carry out the purposes of The North Carolina Society of Surveyors, Inc., a North Carolina nonprofit corporation.
4. Registered Office and Agent. The street address and mailing address of the initial registered office of the corporation in the State of North Carolina is 410 Oberlin Road, Suite 304, Raleigh, North Carolina 27605 which is located in Wake County. The name of the corporation's initial registered agent at such address is Darline H. Johnson.
5. Principal Office. The street address and mailing address of the principal office of the corporation is 410 Oberlin Road, Suite 304, Raleigh, North Carolina 27605 which is located in Wake County.
6. Incorporator. The name and address of the incorporator are William W. Nelson, Esq., Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P., Post Office Box 2611, Raleigh, North Carolina 27602-2611.
7. No Members. The corporation shall have no members.
8. Directors. The number of directors constituting the initial Board of Directors shall be nine (9), and the names and addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
1. Michael D. Barr	2424 Chickamauga Drive Apex, North Carolina 27502
2. Richard M. Benton	119 East Walnut Street Goldsboro, North Carolina 27530
3. Thomas P. Dudley	800 Clanton Road Suite A Charlotte, North Carolina 28217
4. Linda D. Edmondson	2406 Tall Pines Lane Hillsborough, North Carolina 27278
5. John T. Furnage	2374 Timberland Hills Drive Newton, North Carolina 28658
6. R. Larry Greene	10 South Logan Street Marion, North Carolina 28752
7. Charles O. Hampton, Jr.	Post Office Box 1319 Fletcher, North Carolina 28732
8. Carol P. Hiatt	722 Salem Street, #2D Thomasville, North Carolina 27360
9. Frank R. Ledford	520 South Dekalb Street Shelby, North Carolina 28150

The immediate successors to the above named initial directors shall be appointed by the initial directors with all other successor directors to be elected by the membership of The North Carolina Society of Surveyors, Inc., all as provided in the corporation's Bylaws. Such directors shall serve for such terms as may be specified in the Bylaws. Notwithstanding the foregoing, however, no person shall serve as a director of the corporation if such person's service would result in more than a minority of the corporation's directors (or more than a minority of the corporation's directors entitled to vote) being disqualified persons (other than foundation managers) within the meaning of Section 4946 of the Code, or otherwise cause the corporation to be controlled directly or indirectly, within the meaning of Section 509(a)(3)(C) of the Code, by disqualified persons other than foundation managers and other than a Code section 501(c)(6) organization which would be described in Code section 509(a)(2) if it were an organization described in Code section 501(c)(3) pursuant to Treasury Regulations section 1.509(a)-4(k).

9. Liability of Directors. A director of the corporation shall have no personal liability for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation; (ii) any liability under N.C. Gen. Stat. Section 55A-8-32 or 55A-8-33; or (iii) any transaction from which the director derived an improper personal financial benefit. If the North Carolina Nonprofit Corporation Act is amended to authorize corporate action for further eliminating or limiting personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the North Carolina Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

10. Operation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article 3 of these Articles. 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 (or in opposition to) 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 by (a) a corporation exempt from Federal income tax under Sections 501(c)(3) and 501(a) of the Code or (b) a corporation, contributions to which are deductible under Sections 170(c), 2055 and 2522 of the Code. The corporation shall not engage in activities that are not in furtherance of the purposes specified in Article 3 of these Articles. The corporation shall not operate to support or benefit any organization other than The North Carolina Society of Surveyors, Inc.

11. Distribution of Assets Upon Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes as shall at the time qualify as an exempt organization or as exempt organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Clerk of Superior Court of Wake County, North Carolina to such organization or organizations as the Clerk of the Superior Court of Wake County shall determine which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or as exempt organizations under Section 501(c)(3) of the Code.

12. Private Foundation Provisions. At any time when the corporation is a private foundation as defined in Section 509 of the Code:

(a) The corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income or otherwise under Section 4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation shall not make any investment in such manner as to subject the corporation to tax under Section 4944 of the Code.

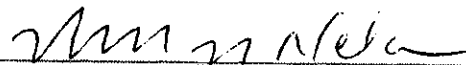
(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

13. Amendment. These Articles may only be amended by the affirmative vote of a two-thirds (2/3) majority of the corporation's Board of Directors and the prior written consent of the Board of Directors of The North Carolina Society of Surveyors, Inc. Notwithstanding the foregoing, the registered office of the corporation and the name and address of the registered agent may be amended by the Board of Directors or officers of the corporation as the affairs of the corporation may require.

14. Definition. References in these Articles to "Sections" of the "Code" are to sections of the Federal Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States tax laws).

15. Effective Date. These articles shall be effective upon filing.

IN WITNESS WHEREOF, I have hereunto set my hand this 14<sup>th</sup> day of May, 2001.



William W. Nelson  
Incorporator