

DOCUMENT #367513
DATE 10/16/85 TIME 12:02

FILED
THAD EDRE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

BEAUFORT COUNTY COMMITTEE OF 100, LTD.

A NONPROFIT CORPORATION

May 20, 1985

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act," and the several amendments thereto, do hereby set forth:

1. The name of the corporation is Beaufort County Committee of 100, Ltd.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are:
 - (a) To relieve conditions of poverty, dependency, chronic unemployment, underemployment, combat community deterioration and reduce community tensions in Beaufort County, North Carolina.
 - (b) To purchase land in a Beaufort County Industrial Park elsewhere in Beaufort County and to encourage industrial enterprises, particularly those industries having initial requirements for low skill workers, to locate new facilities in Beaufort County in order to provide employment opportunities for low income residents of the area.
 - (c) To require purchasers of property in the industrial park to hire a significant number of unemployed or underemployed persons and to train such persons.
 - (d) Consistent with the foregoing, to encourage, promote and assist the economic, civic and cultural development of Beaufort County, North Carolina, and the surrounding territory in every way by such means as will improve the normal growth, employment opportunities, stability of employment in existing industry and occupations, advancement of the cultural, industrial, civic and commercial life of the community and strength of the general economy of the area.
 - (e) Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes,

the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4. The corporation shall have one class of members which shall be known as general members. Membership certificates may be issued by the corporation in the discretion of the Board of Directors. The design and make up of such certificate shall likewise be in the discretion of the Board of Directors. The certificates shall not be transferable and no member shall have any property right in the corporation nor any property right as a member or in the membership certificate.

5. Directors of the corporation shall be elected or appointed in the manner and for the terms provided in the bylaws.

6. The address of the initial registered office of the corporation is the Greater Washington Chamber of Commerce office building, Stewart Parkway, Washington, Beaufort County, North Carolina, at 102 Stewart Parkway, 27889.

The name of the initial registered agent of the corporation at the above address is Frank B. Lewis.

7. The number of directors constituting the initial Board of Directors shall be four (4) and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and duly qualified are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|--|
| Frank B. Lewis | 2 Harding Sq., Stewart Parkway Washington, North Carolina 27889 |
| Billy Darrow | 822 West 5th Street Washington, North Carolina 27889 |
| Charles O. Boyette, M.D. | East Front Street Belhaven, North Carolina 27810 |
| Barry L. Gutfeld | Post Office Drawer 1628 Washington, North Carolina 27889 |

8. The name and address of the incorporators are:

| | |
|--------------------------|--|
| Frank B. Lewis | 2 Harding Sq., Stewart Parkway Washington, North Carolina 27889 |
| Billy Darrow | 822 West 5th Street Washington, North Carolina 27889 |
| Charles O. Boyette, M.D. | East Front Street Belhaven, North Carolina 27810 |
| Barry L. Gutfeld | Post Office Drawer 1628 Washington, North Carolina 27889 |

9. In addition to the powers granted to corporations under the laws of the State of North Carolina, the corporation shall have full power and

authority to carry on any activity for the purposes above-stated, either directly or as agent, for Beaufort County or other persons, firms or corporations or in whole or in part, through or by means of any other person, firm or corporation, and generally to do any and all further and other things which may be necessary or incidental to the purposes above-stated. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 herein. 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.

In addition, subscriptions may be made for annual dues or membership fees, contributions and purchase of development notes and will be payable upon call of the Board of Directors or Executive Committee, if the bylaws provide for such, in such amounts as may be determined from time to time by the Board of Directors. Development notes may be subscribed for and issued either for money or property, real or personal, and if for property shall be issued at valuations of such property approved by or under the authority of the Board of Directors. The corporation from time to time may for the purposes of the corporation, issue its general development notes subordinated to all other creditors upon such terms and subject to such limitations as the Board of Directors of the corporation may from time to time determine.

In addition, the Board of Directors may for the purposes of the corporation, in its discretion, make outright grants in aid to particular projects and may use therefore any funds or other property of the corporation without any obligation on the part of the corporation, the Board of Directors or the recipient in respect of the repayment thereof.

10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or

organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or under the corresponding provision of any future United States Internal Revenues Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the General Court of Justice 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.

11. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, this the 20th day of May, 1985.

Frank B. Lewis
Frank B. Lewis, Incorporator

Billy Darrow
Billy Darrow, Incorporator

Charles O. Boyette
Charles O. Boyette, M.D., Incorporator

Barry L. Gutfeld
Barry L. Gutfeld, Incorporator

NORTH CAROLINA
BEAUFORT COUNTY

This is to certify, that on the 20th day of May, 1985 before me, a Notary Public, personally appeared Frank B. Lewis, Billy Darrow, Charles O. Boyette, M.D., and Barry L. Gutfeld, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation.

Wanda Hail Worland
NOTARY PUBLIC

My commission expires: April 20, 1988.

23 009 5090

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

SOSID: 0175528
Date Filed: 1/13/2003 2:59:00 PM
Elaine F. Marshall
North Carolina Secretary of State

STATEMENT OF CHANGE OF REGISTERED
OFFICE AND/OR REGISTERED AGENT

Pursuant to §55D-31 of the General Statutes of North Carolina, the undersigned entity submits the following for the purpose of changing its registered office and/or registered agent in the State of North Carolina.

INFORMATION CURRENTLY ON FILE

The name of the entity is: Beaufort County Committee of 100, Ltd.

Entity Type: Corporation, Foreign Corporation, Nonprofit Corporation, Foreign Nonprofit Corporation,
 Limited Liability Company, Foreign Limited Liability Company Limited Partnership, Foreign Limited Partnership,
 Limited Liability Partnership, Foreign Limited Liability Partnership

The street address and county of the entity's registered office currently on file is:

Number and Street: Greater Washington Chamber of Commerce Bldg

City, State, Zip Code: P.O. Box 665 Washington, NC 27889 County: BEAUFORT

The mailing address if different from the street address of the registered office currently on file is:

The name of the current registered agent is:

NEW INFORMATION

1. The street address and county of the new registered office of the entity is:
(complete this item only if the address of the registered office is being changed)

Number and Street: ONE COMMERCE SQUARE, Suite 203

City, State, Zip Code: WASHINGTON NC 27889 County: BEAUFORT COUNTY

2. The mailing address if different from the street address of the new registered office is:
(complete this item only if the address of the registered office is being changed)

P.O. BOX 1586 WASHINGTON NC 27889

3. The name of the new registered agent and the new agent's consent to appointment appears below:
(complete this item only if the name of the registered agent is being changed)

TOM THOMPSON
Type or Print Name of New Agent

[Signature] SECRETARY/TREASURER
* Signature & Title

4. The address of the entity's registered office and the address of the business office of its registered agent, as changed, will be identical.

5. This statement will be effective upon filing, unless a date and/or time is specified:

This is the 7th day of JANUARY, 2003.

Beaufort County Committee of 100, Ltd.
Entity Name
[Signature]
Signature
TOM THOMPSON, SECRETARY/TREASURER
Type or Print Name and Title

Notes: Filing fee is \$5.00. This document must be filed with the Secretary of State.

* Instead of signing here, the new registered agent may sign a separate written consent to the appointment, which must be attached to this statement.