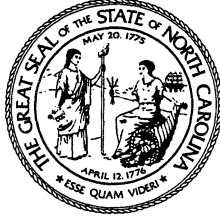


# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

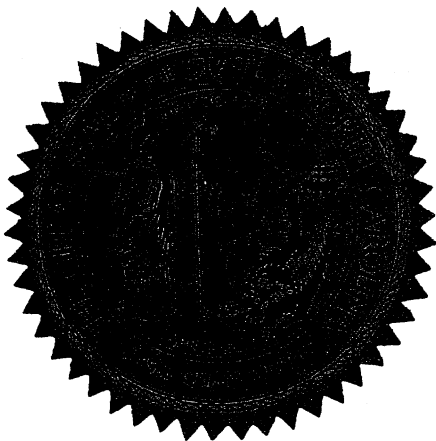
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION  
OF

NORTH CAROLINA STATE UNIVERSITY ALUMNI ASSOCIATION

*the original of which is now on file and a matter of record in this office.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of January, 1998.*



*Elaine F. Marshall*

Secretary of State

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THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA

ARTICLES OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF

NORTH CAROLINA STATE UNIVERSITY ALUMNI ASSOCIATION

For the purpose of effecting an amendment to its Certificate of Incorporation, pursuant to the provisions of Chapter 55A of the General Statutes of North Carolina, North Carolina State University Alumni Association states as follows:

1. The name of the corporation is NORTH CAROLINA STATE UNIVERSITY ALUMNI ASSOCIATION.

2. The Certificate of Incorporation of the corporation is hereby amended as follows:

A new paragraph shall be added to the Certificate of Incorporation, which shall be entitled Paragraph 9, and which shall read as follows:

"9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

"The corporation shall have no power to declare dividends, and no part of its net earnings shall enure to the benefit of any member or director of the corporation or to any other private shareholder

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or individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

"In the event of the dissolution of the corporation, either voluntary or involuntary, all assets and property which remain after the discharge of the corporation's liabilities shall be paid over or distributed by the Board of Directors to North Carolina State University at Raleigh, and shall be used or distributed for no other object or purpose whatsoever.

"This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that under no circumstances shall this Certificate of Incorporation be amended so that the corporation may operate other than exclusively for religious, charitable, scientific, literary, or educational purposes, or so that any member or director or any other private individual may participate in the distribution of the earnings, funds, or properties of this corporation."

3. This amendment was adopted by the Board of Directors of the corporation at a meeting held on the 24th day of February, 1979; on said date a quorum of the Directors was present at such

meeting; and such amendment was unanimously adopted by the members of the Board of Directors present at such meeting.

(No members have voting rights.)

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment of Certificate of Incorporation to be executed by its President, attested by its Secretary, and its corporate seal affixed hereunto this 15th day of March, 1979.

NORTH CAROLINA STATE UNIVERSITY ALUMNI ASSOCIATION

By: Frank I. Ballard  
Frank I. Ballard, President

ATTEST  
LeRoy B. Martin, Jr.  
LeRoy B. Martin, Jr., Secretary

(Corporate Seal)

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

I, Joyce M. Williams, a Notary Public, certify that LEROY B. MARTIN, JR., personally came before me this day and acknowledged that he is Secretary of NORTH CAROLINA STATE UNIVERSITY ALUMNI ASSOCIATION, a corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by himself as its Secretary, and the Secretary further acknowledged that the statements contained therein are true.

*under oath*

WITNESS my hand and notarial seal, this 15<sup>th</sup> day of March, 1979.

Joyce M. Williams  
Notary Public

My Commission Expires:

Jan. 17, 1980

STATE OF NORTH CAROLINA

COUNTY OF WAKE

I, *Winnie K. Haigh*, a Notary Public, certify that FRANK I. BALLARD, personally came before me this day and acknowledged that he is PRESIDENT of NORTH CAROLINA STATE UNIVERSITY ALUMNI ASSOCIATION, a corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by him in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

WITNESS my hand and notarial seal, this *26<sup>th</sup>* day of *March*, 1979.

*Winnie K. Haigh*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

*9-29-82*

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ARTICLES OF AMENDMENT

TO THE CHARTER OF

THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA

NORTH CAROLINA STATE ALUMNI ASSOCIATION

(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

I

Name of the corporation NORTH CAROLINA STATE ALUMNI ASSOCIATION

II

At a regularly convened meeting of the directors/members (strike word inapplicable) of the corporation held on the 6th day of May, A. D. 1965, the following amendment to the articles of incorporation was adopted:

That the name of the corporation be changed to NORTH CAROLINA STATE UNIVERSITY ALUMNI ASSOCIATION.

III

(Strike inapplicable paragraph)

There are no members of the corporation having voting rights. The above amendment received the affirmative vote of a majority of the directors in office.

~~XX~~

~~The corporation has members with voting rights. At a meeting held on the above date and the said amendment received at least two-thirds of the votes cast to be cast by members present or represented by proxy at such meetings.~~

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 1st day of July, A. D. 1965.

By: Carl R. Harris  
President  
H. W. Taylor  
Secretary

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

This is to certify that on this the 1st day of July, A. D. 1965, personally appeared before me Carl R. Harris and H. W. Taylor, each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are true and correct.

Mary A. Wallace  
Notary Public

My Commission expires: February 14, 1967

FILED

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ARTICLES OF AMENDMENT

TO THE CHARTER OF

THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA

ALUMNI ASSOCIATION OF NORTH CAROLINA STATE COLLEGE, INC.

(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

I

Name of the corporation ALUMNI ASSOCIATION OF NORTH CAROLINA STATE COLLEGE, INC.

II

At a regularly convened meeting of the directors/members (strike word inapplicable) of the corporation held on the 6th day of August, A. D. 1963, the following amendment to the articles of incorporation was adopted:

1. That the name of the corporation be changed to North Carolina State Alumni Association.
2. That the name North Carolina State of the University of North Carolina at Raleigh be substituted wherever the names North Carolina State College or North Carolina State College of Agriculture and Engineering appear.
3. That Article 2 be amended to read as follows: The location of the principal and registered office of the corporation in this State is Alumni Memorial Building, Raleigh, Wake County, North Carolina. The name of the registered agent at such address is Herman Ward Taylor.

III

(Strike inapplicable paragraph)

There are no members of the corporation having voting rights. The above amendment received the affirmative vote of a majority of the directors in office.

~~XOX~~

~~THE CORPORATION HAS MEMBERS WITH VOTING RIGHTS. A QUORUM WAS PRESENT AT THE MEETING HELD ON THE ABOVE DATE, AND THE SAID AMENDMENT RECEIVED AT LEAST TWO THIRDS OF THE VOTES ENTITLED TO BE CAST BY MEMBERS PRESENT OR REPRESENTED BY PROXY AT SUCH MEETINGS.~~

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 6th day of August, A. D. 1963.

By: M. Edmund Aycock  
President  
H. W. Taylor  
Secretary

STATE OF North Carolina

COUNTY OF Wake

This is to certify that on this the 6th day of August, A. D. 1963, personally appeared before me M. Edmund Aycock and H. W. Taylor, each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are true and correct.

Mary A. Haller  
Notary Public

My Commission expires: February 14, 1965.

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CERTIFICATE OF INCORPORATION

OF

ALUMNI ASSOCIATION OF NORTH CAROLINA STATE COLLEGE, INC.

\* \* \* \* \*

This is to certify that we, the undersigned, do hereby associate ourselves into a non-stock, non-profit, charitable and educational corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes, entitled "Corporations," and the several amendments thereto, and to that end do hereby set forth:

1. The name of this corporation is Alumni Association of North Carolina State College, Inc.
2. The location of the principal office of the corporation in this State is in the City of Raleigh, Wake County, North Carolina.
3. The objects for which this corporation is formed are as follows:
  - (a) To promote the growth, progress and general welfare of North Carolina State College;
  - (b) To foster among its former students a sentiment of regard for one another and a continuing attachment to their Alma Mater;
  - (c) To interest prospective students in attending North Carolina State College.

And in order properly to prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this State and in all other States, Territories and dependencies of the United States, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for



which the corporation is created. The corporation shall also have power to receive donations, bequests and devices, and to expend funds in the furtherance of the objects and purposes for which the corporation is organized.

4. The corporation is to have no capital stock. The corporation is a non-stock, non-profit, charitable and educational corporation. No part of the net earnings of the corporation shall inure to the benefit of any member or officer thereof.

5. The names and post-office addresses of the incorporators are as follows:

- |                        |                |
|------------------------|----------------|
| (1) W. Kerr Scott      | Raleigh, N. C. |
| (2) J. W. Harrelson    | Raleigh, N. C. |
| (3) Geo. B. Cherry     | Raleigh, N. C. |
| (4) John A. Park       | Raleigh, N. C. |
| (5) D. S. Coltrane     | Raleigh, N. C. |
| (6) Guy F. Lane        | Ramseur, N. C. |
| (7) J. G. Vann         | Raleigh, N. C. |
| (8) C. L. Mann         | Raleigh, N. C. |
| (9) L. L. Vaughan      | Raleigh, N. C. |
| (10) E. L. Cloyd       | Raleigh, N. C. |
| (11) E. Y. Floyd       | Raleigh, N. C. |
| (12) L. L. Ray         | Raleigh, N. C. |
| (13) W. H. Rogers, Jr. | Raleigh, N. C. |
| (14) H. W. Taylor      | Raleigh, N. C. |
| (15) I. O. Schaub      | Raleigh, N. C. |

6. The period of existence of this corporation is unlimited.

7. Members may be admitted after organization upon the following terms:

The active membership shall consist of all former students of North Carolina State College of Agriculture and Engineering who have enrolled in regular college courses, members of the

Faculty, Administrative Staff, Agricultural Extension Service, Agricultural Experiment Station, Teachers of Agriculture in North Carolina High Schools, and other persons who have successfully completed a short course at North Carolina State College and received a certificate therefor, and who have paid the annual membership dues or the life membership dues to the corporation.

Honorary membership shall consist of such distinguished persons as are duly elected to honorary membership. Names for Honorary membership must be proposed by a local club or by the Board of Directors of the corporation. Honorary members elected in any calendar year shall not exceed two for any one local club and five at large.

8. The management of the corporation and of its properties shall be vested in a Board of Directors which shall have full power and authority from time to time, without the assent or vote of the members, to make, alter, amend and rescind the by-laws of the corporation. The number of directors of the corporation shall be provided for and determined by the by-laws of the corporation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and affixed our seals, this the 19<sup>th</sup> day of February, A.D. 1952.

W. Ken Scott (SEAL)  
W. H. Harrison (SEAL)  
Ed. B. Perry (SEAL)  
John F. Smith (SEAL)  
J. L. Thomas (SEAL)  
Gay F. Lane (SEAL)  
J. L. Mann (SEAL)  
C. L. Mann (SEAL)  
Lyman Vaughan (SEAL)  
G. L. Lloyd (SEAL)  
E. F. Floyd (SEAL)

W. K. Rogers Jr. (SEAL)  
H. W. Taylor (SEAL)  
I. O. Schaub (SEAL)

Signed, sealed and delivered in the presence of  
Charles F. Goodno, Witness.

\* \* \* \* \*

STATE OF NORTH CAROLINA )  
 ) ss.  
 COUNTY OF WAKE )

This is to certify that on this 19<sup>th</sup> day of February, A.D. 1952, before me, a Notary Public, in and for said County and State, personally appeared W. Kerr Scott, J. W. Harrelson, Geo. B. Cherry, John A. Park, D. S. Coltrane, Guy F. Lane, J. G. Vann, C. L. Mann, L. L. Vaughan, E. L. Cloyd, E. Y. Floyd, L. L. Ray, W. H. Rogers, Jr., H. W. Taylor and I. O. Schaub who, I am satisfied, are the persons named in and who executed the foregoing certificate of incorporation of Alumni Association of North Carolina State College, Inc., and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 19<sup>th</sup> day of February, A.D. 1952.

~~(Seal)~~

Charles F. Goodno  
 Notary Public

My Commission expires: April 3, 1952

**FILED**  
 FEB 21 1952  
**THAD EURE**  
 SECRETARY OF STATE