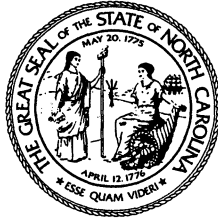


STATE OF  
NORTH  
CAROLINA



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 TOBACCO FOUNDATION, INC.

*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 29th day of July, 1997.



*Elaine F. Marshall*

Secretary of State

We, the undersigned natural persons of the age of twenty-one years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the North Carolina General Statutes, entitled "Non-Profit Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

(1) The name of the corporation is NORTH CAROLINA TOBACCO FOUNDATION, INC.

(2) The period of duration of the corporation shall be perpetual.

(3) The objects and purposes for which this corporation is organized are to operate exclusively for educational and scientific purposes, and to aid and promote, by financial assistance and otherwise, all types of extension and research pertaining to the production, manufacturing, and use of tobacco and tobacco products by the School of Agriculture and Life Sciences at North Carolina State University at Raleigh, North Carolina.

The foregoing clauses shall be construed as both objects and powers, and such enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of North Carolina now or hereafter in effect.

on propaganda or otherwise attempting to influence legislation nor to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(4) The corporation shall have no capital stock.

(5) The corporation shall have no members.

(6) The address of the initial registered office of the corporation is Holladay Hall, North Carolina State University, Raleigh, Wake County, North Carolina; and the initial registered agent of the corporation at such address is Rudolph Pate.

(7) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

(8) The corporation shall have the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate for other than charitable, educational, scientific, or literary purposes or so that any Director or other private individual may participate in the distribution of the earnings, funds, or properties of this corporation. Notwithstanding any other provision of these articles, this corporation shall not carry on

170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

(9) The affairs of the corporation shall be managed by a Board of Directors. The number and qualifications of the Directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the By-laws. The number of Directors constituting the initial Board of Directors shall be forty-four; and the names and addresses of the persons who are to serve as initial directors of the corporation, and until their successors are elected and qualified are as follows:

Harry B. Caldwell  
437 West Friendly Avenue  
Greensboro, North Carolina 27401

Thomas W. Allen, Jr.  
Creedmoor, North Carolina 27522

Robert K. Barnhill  
Hendricks-Barnhill Equipment Company  
Memorial Drive  
Greenville, North Carolina 27834

Frank Bryant  
Flue-Cured Tobacco Marketing  
Committee  
Booneville, North Carolina 27011

Elmer Burt  
Route 1  
Fuquay-Varina, North Carolina 27526

William Corbett  
Route 2  
Middlesex, North Carolina 27557

S. M. Cozart  
900 West Nash Street  
Wilson, North Carolina 27893

H. Graham Knott  
804 LaRoque Avenue  
Kinston, North Carolina 28501

Hervey Evans  
McNair Seed Company  
Fairly Street  
Laurinburg, North Carolina 28352

Preston Harrell  
Route 1  
Saratoga, North Carolina 28352

Mebane, North Carolina 27302

John W. Andrews  
Route 1  
Robersonville, North Carolina 27871

Walter S. Stone  
115 Infinity Road  
Durham, North Carolina 27704

C. B. Strickland  
350 North Stratford Road  
Winston-Salem, North Carolina 27104

Fred G. Bond  
Flue-Cured Tobacco Cooperative  
Stabilization Corporation  
522 Fayetteville Street  
Raleigh, North Carolina 27605

Charles A. Harvey  
Peoples Bank  
Franklin Street at Western  
Rocky Mount, North Carolina 27801

J. J. Harrington  
Harrington Manufacturing Co., Inc.  
Oak Grove Road  
Lewiston, North Carolina 27849

H. L. Shelton  
Export Leaf Tobacco Company  
1601 West Leigh Street  
Richmond, Virginia 23261

J. D. Rogers  
Liggett and Myers, Inc.  
Leaf Department  
4100 Roxboro Road  
Durham, North Carolina 27702

F. J. Shultz  
Lorillard Research Center  
420 English Street  
Greensboro, North Carolina 27405

Rachel Speight Snyder  
Speight Seed Farms, Incorporated  
Winterville, North Carolina 28590

Helmut Wakeham  
Philip Morris, Inc.  
Petersburg Turnpike  
Richmond, Virginia 23261

R. J. Works and Sons  
1441 South Church Street  
Rocky Mount, North Carolina 27801

W. A. Allen, Jr.  
306 West Church Street  
Farmville, North Carolina 27828

George B. Watson  
Watson Seed Farms, Inc.  
Route 2  
Whitaker, North Carolina 27891

Ivan Neas  
R. J. Reynolds Tobacco Company  
Agricultural Research Department  
401 North Main Street  
Winston-Salem, North Carolina 27103

Clyde Auman  
Route 1  
West End,  
North Carolina 27376

Wayne Corpening  
Wachovia Bank & Trust Company  
301 North Main Street  
Winston-Salem, North Carolina 27103

John S. Campbell  
American Leaf Organization  
Imperial Group Ltd.  
Highway 301 South  
Wilson, North Carolina 27893

James W. Hill  
Bright Belt Warehouse Association  
Inc.  
1306 Annapolis Drive  
Raleigh, North Carolina 27608

James C. Green  
Clarkton,  
North Carolina 28433

Clyde Wayne  
Brunswick,  
North Carolina 28424

Spencer S. Edmondson, Sr.  
Country Club Drive  
Rocky Mount,  
North Carolina 27801

Hugh C. Kiger  
Tobacco Association of the U. S. and  
the Leaf Tobacco Exporters Association  
406 Raleigh Savings & Loan Building  
Raleigh, North Carolina 27602

Raleigh, North Carolina 27611  
Joseph R. Williams  
Suite 912, 1101 17th Street N.W.  
Washington, D. C. 20036

(10) The names and addresses of the Incorporators are  
as follows:

Rudolph Pate  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

John D. Wright  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

J. A. Rigney  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

IN TESTIMONY WHEREOF, we have hereunto set our hands  
and seals this *3rd* day of *October*, 1975.

*J. A. Rigney* (SEAL)  
*Rudolph Pate* (SEAL)  
*J. D. Wright* (SEAL)

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

THIS IS TO CERTIFY, that on the \_\_\_\_\_ day of \_\_\_\_\_, 1975,  
before me, a Notary Public, personally appeared Rudolph Pate, John D.  
Wright and J. A. Rigney who I am satisfied are the persons named in  
and who executed the foregoing Articles of Incorporation, and I having  
first made known to them the contents thereof, they did each acknowledge  
that they signed 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 *3rd* day of *October*, 1975.

*Lutz B. Kemble*  
Notary Public

My Commission Expires:  
*1-5-80*