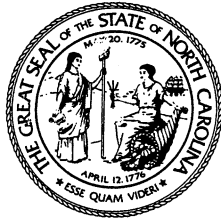


STATE OF NORTH CAROLINA



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

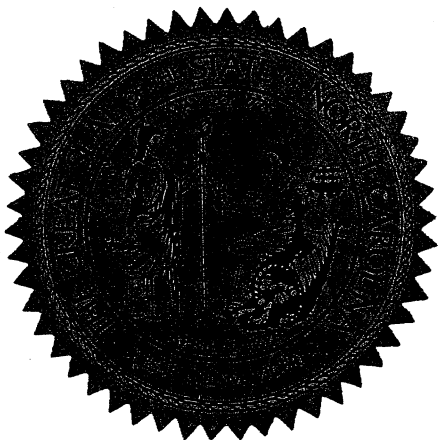
ARTICLES OF INCORPORATION

OF

THE NORTH CAROLINA AGRICULTURAL 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

000054792

FILED

Nov 18 12 51 PM '80

ARTICLES OF AMENDMENT

OF
CERTIFICATE OF INCORPORATION
OF
THE AGRICULTURAL FOUNDATION, INC.

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

276284

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, The Agricultural Foundation, Inc. states as follows:

1. The name of the corporation is The Agricultural Foundation, Inc.

2. The Certificate of Incorporation of the corporation is hereby amended by deleting paragraph 1 thereof in its entirety and substituting in lieu thereof a new paragraph 1, which reads as follows:

"1. The name of the corporation is The North Carolina Agricultural Foundation, Inc."

3. This amendment was adopted by the Board of Directors of the corporation at a meeting held on the 14th day of October, 1980; 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 14 day of Oct. 1980.

ATTEST:

Thad Eure
Secretary

THE AGRICULTURAL FOUNDATION, INC.

By Mr. Scott Whitford
President

STATE OF NORTH CAROLINA

COUNTY OF WAKE

THIS IS TO CERTIFY that on the 14th day of
October, 1980, before me, a Notary Public, personally
appeared M. Scott Whitford, Pres. and Rudolph Pate, Secretary,
each of whom, being by me first duly sworn, declared that he
signed the foregoing document 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 14th day
of October, 1980.

Francis M. Coats
Notary Public

My Commission Expires:

October 3, 1983

100000

FILED

Nov 19 5 02 PM 1970

THOMAS L. HARRIS
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
The Agricultural Foundation, Inc.

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, The Agricultural Foundation, Inc.

states as follows:

1. The name of the corporation is The Agricultural Foundation, Inc.
2. The Certificate of Incorporation of the corporation is hereby amended as follows:

(a) Paragraphs 3 and 4 of the Certificate of Incorporation are amended by deleting the words "The North Carolina State College of Agriculture and Engineering of the University of North Carolina" wherever the same shall appear therein and substituting in lieu thereof the words "North Carolina State University at Raleigh."

(b) A new Paragraph shall be added to the Certificate of Incorporation which shall be entitled Paragraph 10, and which shall read as follows:

"10. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code 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 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 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 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 6th day of *November*, 1970; 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 6th day of *November*, 1970.

ATTEST:

THE AGRICULTURAL FOUNDATION, INC.

Rudolph Pate
Secretary

BY *J. C. Powell*
President

NORTH CAROLINA

WAKE COUNTY

This 6th day of *November*, 1970, personally came before me, *Shirley M. Ennis* a Notary Public in and for the County and State aforesaid, *J. C. Powell* and *Rudolph Pate*, who, being by me duly sworn, say that they are the President and Secretary, respectively, of The Agricultural Foundation, Inc. that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation, and that said writing was signed and sealed by them in behalf of said corporation by its authority duly given, and that the statements contained therein are true. And the said President and Secretary acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this 6th day of *November*, 1970.

Shirley M. Ennis
Notary Public

My Commission expires:

1-13-71

50092

CERTIFICATE OF INCORPORATION
OF
THE AGRICULTURAL FOUNDATION, INC.

This is to certify that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the laws of the State of North Carolina, and to that end do hereby set forth:

1. The name of the corporation is The Agricultural Foundation, Inc.

2. The location of the principal office of the corporation is in the City of Raleigh, in Wake County, North Carolina, but it may have one or more branch offices and places of business at other places in the State of North Carolina.

3. The objects and purposes for which the corporation is formed are to aid and promote, by financial assistance and otherwise, all types of education and research in agriculture at or through the North Carolina State College of Agriculture and Engineering of the University of North Carolina, at Raleigh, N.C.

4. In order to properly prosecute the objects and purposes hereinbefore set out, the corporation shall have full power to receive donations, bequests, and devises; to purchase, lease and otherwise acquire and hold and to sell, donate and otherwise dispose of all kinds of property, real, personal and mixed; to pay in full or to supplement the salary or salaries of any person or persons engaged in any phase of education or research in agriculture at or through the said North Carolina State College of Agriculture and Engineering of the University of North Carolina; to donate all or any part of the equipment, materials or other facilities incident to any such education or research; and generally to do any and all acts and things which may be deemed necessary or expedient for the development, expansion and extension of education and research in agriculture at or through the said North Carolina State College of Agriculture and Engineering of the University of North Carolina.

5. The corporation is a non-profit, charitable and educational corporation and has no capital stock, and its conditions for membership are as follows: that members shall include such persons, firms and corporations as shall meet the terms and conditions for membership as prescribed from time to time by the by-laws of the corporation.

6. 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; to make rules and regulations prescribing the terms and conditions for membership in the corporation; and to sell, donate or otherwise dispose of any and all of the property of this corporation, real, personal or mixed, in furtherance of any of the objects and purposes for which the corporation is formed. The number of directors of the corporation shall be provided for and determined by the by-laws of the corporation.

7. The period of existence of the corporation is unlimited.

8. No director of the corporation shall receive any compensation whatever for or in connection with his services as such director or as an officer of the corporation.

9. The names and post office addresses of the incorporators and original members of the corporation are as follows:

(1)	<u>Thomas J. Pearsall</u>	<u>Rocky Mount, N.C.</u>
(2)	<u>C. W. Tilson</u>	<u>Durham, N.C.</u>
(3)	<u>S. T. Proctor</u>	<u>Fuquay Springs, N.C.</u>
(4)	<u>Clarence Poe</u>	<u>Raleigh, N.C.</u>
(5)	<u>John W. Clark</u>	<u>Franklinville, N.C.</u>
(6)	<u>John W. Umstead</u>	<u>Chapel Hill, N.C.</u>
(7)	<u>George Watts Hill</u>	<u>Durham, N.C.</u>
(8)	<u>J. Melville Broughton</u>	<u>Raleigh, N.C.</u>
(9)	<u>J. S. Ficklen</u>	<u>Greenville, N.C.</u>
(10)	<u>Edwin Pate</u>	<u>Laurinburg, N.C.</u>

(11)	<u>L. Y. Ballentine</u>	<u>Varina, N.C.</u>
(12)	<u>W. Kerr Scott</u>	<u>Raleigh, N.C.</u>
(13)	<u>Harry B. Caldwell</u>	<u>Greensboro, N.C.</u>
(14)	<u>Mose Kiser</u>	<u>Greensboro, N.C.</u>
(15)	<u>W. W. Andrews</u>	<u>Goldsboro, N.C.</u>
(16)	<u>Pearl Thompson</u>	<u>Salisbury, N.C.</u>
(17)	<u>Fred P. Johnson</u>	<u>Raeford, N.C.</u>
(18)	<u>T. W. Ferguson</u>	<u>Ferguson, N.C.</u>
(19)	<u>J. R. Jameson</u>	<u>Old Fort, N.C.</u>
(20)	<u>D. J. Lybrook</u>	<u>Winston-Salem, N.C.</u>
(21)	<u>Julian Price</u>	<u>Greensboro, N.C.</u>
(22)	<u>T. B. Upchurch, Jr.</u>	<u>Raeford, N.C.</u>
(23)	<u>W. G. Clark</u>	<u>Tarboro, N.C.</u>
(24)	<u>W. G. Clark, Jr.</u>	<u>Tarboro, N.C.</u>
(25)	<u>Clarence Stone</u>	<u>Stoneville, N.C.</u>
(26)	<u>J. Hawley Poole</u>	<u>West End, N.C.</u>
(27)	<u>J. H. Blount</u>	<u>Greenville, N.C.</u>
(28)	<u>E. Hervey Evans</u>	<u>Laurinburg, N.C.</u>
(29)	<u>C. W. Mayo</u>	<u>Tarboro, N.C.</u>
(30)	<u>Claude T. Hall</u>	<u>Roxboro, N.C.</u>
(31)	<u>O. M. Mull</u>	<u>Shelby, N.C.</u>
(32)	<u>J. B. Speight</u>	<u>Winterville, N.C.</u>
(33)	<u>Chas. J. Shields</u>	<u>Scotland Neck, N.C.</u>
(34)	<u>E. V. Cummings</u>	<u>Kernersville, N.C.</u>
(35)	<u>Miss Ethel Parker</u>	<u>Gatesville, N.C.</u>
(36)	<u>James G. K. McClure</u>	<u>Asheville, N.C.</u>
(37)	<u>W. B. Rodman, Jr.</u>	<u>Washington, N.C.</u>
(38)	<u>W. W. Graves</u>	<u>Wilson, N.C.</u>
(39)	<u>R. Hunter Pope</u>	<u>Enfield, N.C.</u>
(40)	<u>Larry ^IX. Moore, Jr.</u>	<u>Wilson, N.C.</u>
(41)	<u>Fred A. Greene</u>	<u>Charlotte, N.C.</u>
(42)	<u>Leo H. Harvey</u>	<u>Kinston, N.C.</u>
(43)	<u>J. C. Lanier</u>	<u>Greenville, N.C.</u>
(44)	<u>A. G. Floyd</u>	<u>Raleigh, N.C.</u>
(45)	<u>R. Flake Shaw</u>	<u>Greensboro, N.C.</u>

~~(11)~~
~~(12)~~
~~(13)~~
~~(14)~~
~~(15)~~
~~(16)~~
~~(17)~~
~~(18)~~
~~(19)~~
~~(20)~~

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals this the 24th day of November, 1944, to the 27th day of December, 1944.

Mrs. J. Pearsall (1) Frank Pearson (SEAL)
 (2) Chas. Wilson (SEAL)
 (3) J. T. Proctor (SEAL)
 (4) James C. ... (SEAL)
 (5) John W. ... (SEAL)
 (6) H. W. ... (SEAL)
 (7) Greg. ... (SEAL)
 (8) James ... (SEAL)
 (9) J. D. ... (SEAL)
 (10) Edwin ... (SEAL)
 (11) Ed. Ballentine (SEAL)
 (12) Wm. Scott (SEAL)
 (13) Harry B. Caldwell (SEAL)

- (14) Mose Kiser (SEAL)
- (15) W. H. Anobrev (SEAL)
- (16) Paul Thompson (SEAL)
- (17) Truel P. Johnson (SEAL)
- (18) J. P. Ferguson (SEAL)
- (19) J. P. Emerson (SEAL)
- (20) D. P. Brook (SEAL)

(21) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 20 of December, 1944.
Julian Price (SEAL)

(22) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 19 of December, 1944.
J. B. Hyschurak, Jr. (SEAL)

(23) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 20 of December, 1944.
W. C. Fank (SEAL)

(24) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 16 of December, 1944.
W. H. Clark, Jr. (SEAL)

(25) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 23 of December, 1944.
Clarence Stone (SEAL)

(26) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 21st of December, 1944.
J. H. Hawley Peale (SEAL)

(27) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 19th of December, 1944.
J. H. Blount (SEAL)

(28) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 20 of December, 1944.
E. Hennes Evans (SEAL)

(29) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 21 of December, 1944.
W. H. Mayo (SEAL)

(30) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 22 of December, 1944.
Claude T. Hall (SEAL)

~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 21 of December, 1944.
O. M. Mull (SEAL)

~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 20 of December, 1944.
J. B. Speight (SEAL)

(31) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 22 of December, 1944.
Chas. Shields (SEAL)

(32) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
 this 21 of December, 1944.
W. H. ... (SEAL)

(35) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 20th of December, 1944.~~

... *Esther Parker* (SEAL)

(36) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 21st of December, 1944.~~

... *James W. McCune* (SEAL)

(37) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 21st of December, 1944.~~

... *W. H. Rodman* (SEAL)

(38) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 21st of December, 1944.~~

... *W. H. Moore* (SEAL)

(39) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 19th of December, 1944.~~

... *R. Hunter Papp* (SEAL)

(40) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 21st of December, 1944.~~

... *Larry Wood* (SEAL)

(41) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 21st of December, 1944.~~

FRED A. GRIFFIN

... *Fred A. Griffin* (SEAL)

(42) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 20th of December, 1944.~~

... *Jack Harvey* (SEAL)

(43) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 21st of December, 1944.~~

... *Johnnie* (SEAL)

(44) ~~IN WITNESS WHEREOF I, as one of the undersigned, have hereunto set my hand and seal~~
~~this 21st of December, 1944.~~

... *Alfred* (SEAL)

NORTH CAROLINA

COUNTY OF Ware

This is to certify that on the 24 day of November, 1944,
before me, a Notary Public of the above named County and State,

personally appeared Mr. L. Pearsall
C. W. Wilson, S. J. Procter

who I am satisfied are the persons named in and who executed the
foregoing Certificate of Incorporation of The Agricultural Foundation,
Inc., and I having first made known to them the contents thereof, each
did acknowledge that he signed, sealed and delivered the same as his
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 day and year first above written.

Anna D. Higginbotham
NOTARY PUBLIC

My commission expires:
December 5th 1944

NORTH CAROLINA

COUNTY OF Wake

This is to certify that on the 29 day of November, 1944,
before me, a Notary Public of the above named County and State,
personally appeared J. S. Fickler, Edwin Pate,

L. Y. Ballentine, and N. Kerr Scott

who I am satisfied are the persons named in and who executed the
foregoing Certificate of Incorporation of The Agricultural Foundation,
Inc., and I having first made known to them the contents thereof, each
did acknowledge that he signed, sealed and delivered the same as his
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 day and year first above written.

W. M. Murray
NOTARY PUBLIC

My commission expires:

August 25, 1945