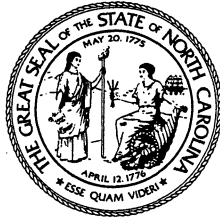


# STATE OF NORTH CAROLINA



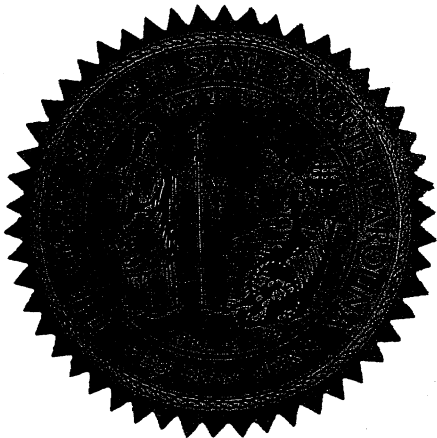
Department of The  
Secretary of State

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 FORESTRY FOUNDATION,  
INCORPORATED**

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



*IN WITNESS WHEREOF, I have hereunto set my  
and and affixed my official seal at the City of  
Raleigh, this 29th day of July, 1997.*

*Elaine F. Marshall*

Secretary of State

U-0104389  
**FILED**  
11:31 AM  
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EFFECTIVE  
JANICE H. FAULKNER  
SECRETARY OF STATE  
NORTH CAROLINA

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ARTICLES OF AMENDMENT  
OF

THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

Pursuant to § 55A-10-05 of the General Statutes of North Carolina, the undersigned corporation (the "Corporation") hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the Corporation is: The North Carolina Forestry Foundation, Incorporated.
2. A new paragraph 9 is added to the Articles of Incorporation which reads as follows:  

"9. Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of Directors for breaches of duty, no Director of the Corporation shall have any personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director. No amendment to or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. The provisions of this paragraph 9 shall not be deemed to limit or preclude indemnification of a Director by the Corporation for any liability that has not been eliminated by the provisions of this paragraph."
3. The date of adoption of the amendments was 4-26-96, 1996.
4. Each amendment was duly adopted by a sufficient vote of the Board of Directors without member approval. Member approval was not required because no members have voting rights.
5. These articles will be effective upon filing.

This the 26th day of April, 1996.

THE NORTH CAROLINA FORESTRY  
FOUNDATION, INCORPORATED

By: Robert J. Beason  
4/26/96, President  
Robert J. Beason

155225

Nov 19 5 01 PM 1970

THE DUKE  
SECRETARY OF STATE  
NORTH CAROLINA

ARTICLES OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

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 Forestry Foundation, Incorporated states as follows:

1. The name of the corporation is THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED.

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

(a) Paragraph 3 of the Certificate of Incorporation is 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 8, and which shall read as follows:

"8. 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 propoganda 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 the School of Forest Resources of 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 6<sup>th</sup> 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 6<sup>th</sup> day of November, 1970.

NORTH CAROLINA FORESTRY FOUNDATION,  
INCORPORATED

ATTEST:

By Walter R. Smith  
President

Rudolph Fote  
Secretary

NORTH CAROLINA

WAKE COUNTY

This <sup>6<sup>th</sup></sup> day of *November*, 1970, personally came before me, *Shirley M. Ennis*, a Notary Public in and for the County and State aforesaid, *Walter P. Smith*, and *Rudolph Pate*, who, being by me duly sworn, say that they are the President and Secretary, respectively, of North Carolina Forestry Foundation, Incorporated; 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 <sup>6<sup>th</sup></sup> day of *November*, 1970.

*Shirley M. Ennis*  
\_\_\_\_\_  
Notary Public

My Commission expires:

1-13-71

FILED

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THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA

ARTICLES OF

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AMENDMENT TO THE CHARTER OF

THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

\*\*\*\*\*

RESOLUTION OF DIRECTORS

The Board of Directors of the North Carolina Forestry Foundation, Incorporated a corporation of North Carolina, on this 19 day of May, A.D., 1966, do hereby resolve and declare that it is advisable that Sections 2 and 3(a) of the Certificate of Incorporation of April 15, 1929, and the preamble of the Certificate of Amendment of June 11, 1947, be amended.

Section 2, of the original Charter reads as follows:

2. The location of the principal office of the corporation in this State is \_\_\_\_\_ Professional Building, West Hargett Street, in the City of Raleigh, County of Wake, but it may have one or more branch offices and places of business out of the State of North Carolina as well as in said State.

The preamble of the amendment of 1947 reads as follows:

The location of the principal office in this State is at No. 301 Ricks Hall in the City of Raleigh County Wake.

The name of the agent therein and in charge thereof, upon whom process against this corporation may be served, is J. V. Hofmann, Secretary-Treasurer.

Section 3(a) as amended in 1947 reads as follows:

3. The objects for which this corporation is formed are as follows:

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph in order to aid and promote by financial assistance and otherwise all types of forest education and

research at, or by, the Division of Forestry of North Carolina State College of the University of North Carolina at Raleigh, North Carolina.

CERTIFICATE OF CHANGE

The North Carolina Forestry Foundation, Inc., a corporation of North Carolina, doth hereby certify that pursuant to said resolution, and upon notice duly given to all directors, as provided by law and the by-laws of this corporation, a meeting of the directors was held at the time and place specified, and more than two-thirds of the directors of said corporation having voting powers being represented in person or by proxy, a resolution was unanimously adopted approving the amendment proposed by the Board of Directors, as follows:

2. The location of the registered office of the corporation in this State is in the Foundation office building, in the Community of Deepe, County of Onslow, but it may have one or more branch offices and places of business out of the State of North Carolina as well as in said State.

The agent therein and in charge thereof, upon whom process against this corporation may be served, is G. E. Jackson, Manager, or in event of a change of managers by the Board of Directors, his successors.

3. The objects for which this corporation is formed are as follows:

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph in order to aid and promote by financial assistance and otherwise all types of forest education and research at, or by, the School of Forestry, North Carolina State University, at Raleigh, North Carolina.



IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 18 day of July, A. D. 1966.

By: Walter R. Smith  
President  
C. W. Shaffer  
Secretary

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

This is to certify that on this the 18 day of July, A. D. 1966, personally appeared before me Walter R. Smith and R. W. Shaffer, 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: 2-14-67

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# CERTIFICATE OF AMENDMENT TO THE CHARTER

OF

THE NORTH CAROLINA FORESTRY FOUNDATION, INC.

The location of the principal office in this State is at No. 301 Ricks Hall ~~Street~~  
in the city of Raleigh County Wake.

The name of the agent therein and in charge thereof, upon whom process against this corpora-  
tion may be served, is J. V. Hofmann, Secretary-Treasurer

## RESOLUTION OF DIRECTORS

The Board of Directors of the NORTH CAROLINA FORESTRY FOUNDATION, INC.

a corporation of North Carolina, on this 15 day of May, A.D. 19 47,  
do hereby resolve and declare that it is advisable that Section 3, Division (a)  
reading as follows; be amended:

3. The objects for which this corporation is formed are as follows:

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph, or for the furtherance of such objects or purposes or any of them, or to arrange for the furtherance of such objects by placing such lands under the control of competent agencies interested in forestry as an agency of the public welfare,

did directors  
and they ~~do~~ hereby call a meeting of the ~~stockholders~~, to be held at the company's office in the  
City of Raleigh, on  
the 15 day of May, 19 47, at 2 P. M., to take action upon the  
above resolution.

CERTIFICATE OF CHANGE

The North Carolina Forestry Foundation, Inc.

a corporation of North Carolina, do hereby certify that pursuant to said resolution, and upon notice duly given to all ~~voting stockholders~~ <sup>directors</sup>, as provided by law and the by-laws of this corporation, a meeting of the ~~stockholders~~ <sup>directors</sup> was held at the time and place specified, and at least a majority ~~of~~ <sup>of</sup> ~~in interest of each class of the stockholders~~ <sup>directors</sup> of said corporation having voting powers being represented in person or by proxy, a resolution was unanimously adopted approving the amendment proposed by the Board of Directors, as follows:

3. The objects for which this corporation is formed are as follows:

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph in order to aid and promote by financial assistance and otherwise all types of forest education and research at, or by, the Division of Forestry of North Carolina State College of the University of North Carolina at Raleigh, North Carolina."

of directors

That the written assent of at least a majority ~~in interest of each class of stockholders~~ <sup>of directors</sup> having voting powers is hereto appended.

In witness whereof, said corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed, the 11th day of June, A.D. 1947.

THE NORTH CAROLINA FORESTRY FOUNDATION, INC.

(L. S.)

Attest:

J. V. Hoffman  
Secretary.

By Colin G. Spencer  
President.

STATE OF NORTH CAROLINA

ss.

County of WAKE

Be it remembered, that on this 11th day of June, A.D. 19 47,

before me, the subscriber, a Notary Public  
personally appeared J. V. Hofmann, Secretary of the

North Carolina Forestry Foundation, Inc.

the corporation mentioned in and which executed the foregoing certificate, who, being by me duly sworn, on his oath says that he is such Secretary, and that the seal affixed to said certificate is the corporate seal of said corporation, the same being well known to him; that Colin G.

Spencer is President of said corporation, and signed said certificate and affixed said seal thereto, and delivered said certificate by authority of the Board of Directors and with the assent of at least a majority in interest of each class of the stockholders of said corporation having voting powers as and for his voluntary act and deed, and the voluntary act and deed of said corporation, in presence of deponent, who thereupon subscribed his name thereto as witness.

And he further says that the assent hereto appended is signed by at least two-thirds in interest of each class of the stockholders of said corporation having voting powers, either in person or by their several duly constituted attorneys in fact, thereto duly authorized in writing.

*[Handwritten Signature]*  
Notary Public

My commission expires: 7-8-49

~~STOCKHOLDERS~~ ASSENT TO CHANGE of Directors

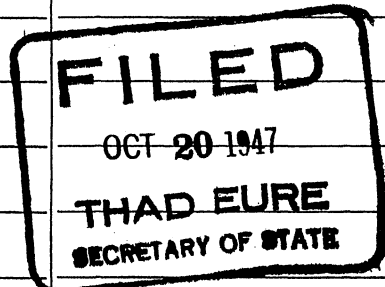
We, the subscribers, being at least a majority ~~in interest of each class of stockholders~~ of the

North Carolina Forestry Foundation, Inc.,

having voting powers, having at a meeting regularly called for the purpose, voted in favor of amending the certificate of incorporation as above set out do now, pursuant to the statute, hereby give our written assent to said change.

Witness our hands, this 11th day of June, A.D. 19 47.

<del>STOCKHOLDERS</del> DIRECTORS	<del>SHARES</del>	<del>STOCKHOLDERS</del> DIRECTORS	<del>SHARES</del>
Colin G. Spencer, President		Colin G. Spencer	
John W. Harrelson, Vice-President		John W. Harrelson	
Julius V. Hofmann, Sec-Treas.		Julius V. Hofmann	
D. D. Baver		D. D. Baver	
George Watts Hill		George Watts Hill	
Clarence Poe		Clarence Poe	
John W. Clarke		John W. Clarke	
Graham A. Barden		Graham A. Barden	



Written by *Hook*  
Read by *Waddell*  
Copy held by *Watlington*

# 32620

20600

CERTIFICATE OF INCORPORATION  
of

THE NORTH CAROLINA FORESTRY FOUNDATION, INC<sup>orporated</sup>

THIS IS TO CERTIFY, that we, the undersigned, do hereby associate ourselves into a non-stock corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 22 of the Consolidated Statutes, entitled "Corporations", and the several amendments thereto, and to that end do hereby set forth:

1. The name of this corporation is THE NORTH CAROLINA FORESTRY FOUNDATION, INC<sup>orporated</sup>, but the contraction "N. C. FORESTRY FOUNDATION, INC." shall be considered to be a sufficient expression and signature of such name for all proper purposes.

2. The location of the principal office of the corporation in this state is \_\_\_\_\_ Professional Building, West Hargett Street, in the City of Raleigh, County of Wake, but it may have one or more branch offices and places of business out of the state of North Carolina as well as in said state.

3. The objects for which this corporation is formed are as follows:-

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph, or for the furtherance of such objects or purposes or any of them, or to arrange for the furtherance of such objects by placing such lands under the control of competent agencies interested in forestry as an agency of the public welfare.

(b) To promote the production and preservation of growing timber for experimental, demonstration, educational, park and protection purposes.

(c) To encourage, by demonstration and publicity, the adoption of means and methods for the improvement and the preservation of growing timber.

(d) To encourage, by demonstration, experiment, publicity, and improved forestry methods, the adoption of means and methods for the re-

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

7. The original incorporators shall be members of the Board of Directors until their successors are elected and qualified. The Board of Directors shall consist of such number of the members of the corporation as may be prescribed in the by-laws. The Board of Directors of this corporation shall have the power by vote of a majority of all the directors, and without the assent or vote of the members to make, alter, amend and rescind the by-laws of this corporation. Members may be admitted after organization upon such terms as may be prescribed in the by-laws.

IN TESTIMONY WHEREOF, We have hereunto set out hands and seals, this 15<sup>th</sup> day of April, 1929.

Clarence Poe (SEAL)  
Daniel Allen (SEAL)  
J. L. Bland (SEAL)  
R. H. Merritt (SEAL)  
\_\_\_\_\_ (SEAL)

Signed, sealed and delivered in the presence of

John H. Manning  
Witness.

STATE OF NORTH CAROLINA )  
  )  
COUNTY OF WAKE                    )

THIS IS TO CERTIFY that on this 15 day of April, A. D. 1929, before me a Notary Public, personally appeared Clarence Poe, Daniel Allen, J. L. Bland, R. H. Merritt, who I am satisfied, are the persons named in and who executed the foregoing certificate of incorporation of THE NORTH CAROLINA FORESTRY FOUNDATION, 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 15 day of April, A. D., 1929.

Maudie Branch  
N. P.

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