

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

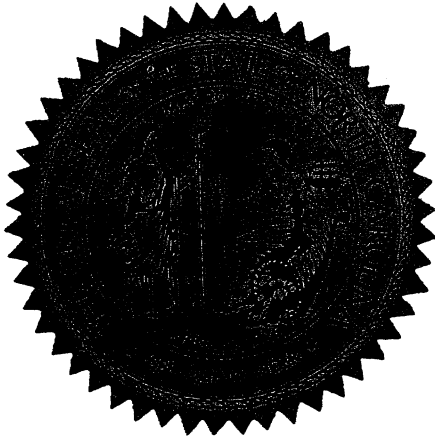
ARTICLES OF INCORPORATION

OF

NORTH CAROLINA VETERINARY MEDICAL 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

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FILED

9:00 AM

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ARTICLES OF AMENDMENT
OF
NORTH CAROLINA VETERINARY MEDICAL FOUNDATION, INC.

EFFECTIVE _____
RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

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: North Carolina Veterinary Medical Foundation, Inc.

2. Article (6) of the Articles of Incorporation is hereby deleted in its entirety and a new Article (6) is substituted in lieu thereof which reads as follows:

"(6) The address of the registered office of the corporation is Holladay Hall, North Carolina State University, Raleigh, Wake County, North Carolina; and the registered agent of the corporation at such address is the current Vice Chancellor for Institutional Advancement, Jeffrey P. McNeill."

3. A new Article (11) is added to the Articles of Incorporation which reads as follows:


"(11) 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 article (11) 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 article (11) 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 article."

4. The date of adoption of the amendments was December 9, 1994.

5. Each amendment was duly adopted by a sufficient vote of the board of directors without member approval. Member approval was not required because the corporation does not have any members.
6. These articles will be effective upon filing.

This the 9 day of December, 1994.

NORTH CAROLINA VETERINARY MEDICAL
FOUNDATION, INC.


Dr. Roger O. McClellan, President

ARTICLES OF INCORPORATION

OF

NORTH CAROLINA VETERINARY SCIENCE FOUNDATION, INC.

SECRETARY OF STATE
NORTH CAROLINA

200053

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 VETERINARY SCIENCE 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:
 - (a) To operate exclusively for educational and scientific purposes;
 - (b) To aid and promote, by financial assistance and otherwise, all types of education and research in the field of veterinary science at North Carolina State University and its various departments;
 - (c) To promote educational, scholarly, and community service functions in the field of veterinary science at North Carolina State University and its various departments by provision of financial and other assistance to:
 - (i) maintain a distinguished faculty and assist them in their professional undertakings;
 - (ii) encourage teaching, learning, and research in the area of veterinary science; and
 - (iii) facilitate educational and research activities involving cooperation with other faculties of the University or with other institutions and organizations in the area of veterinary science.

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.

The corporation shall have no power to declare dividends, and no part of its earnings shall enure to the benefit of any 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 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 exclusively public purposes.

(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 any 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 contributions to which 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.

(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-three; 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:

<u>Names</u>	<u>Addresses</u>
Wallace Alford	Moss-Bow Dog Shows, Inc. 620 Industrial Avenue Greensboro, North Carolina 27406
T. Clyde Auman	Route 1 West End, North Carolina 27376
Rachel S. Chappell	Raleigh Savings and Loan Association Crabtree Valley Raleigh, North Carolina 27612

<u>Names</u>	<u>Addresses</u>
Hugh Daniel	721 Brunswick Drive Waynesville, North Carolina 28786
W. W. Dickson	Hughey-Dickson Animal Clinic 1654 Wilminson Boulevard Gastonia, North Carolina 28052
Robert Z. Falls	1308 Wesson Road Shelby, North Carolina 28150
Raymond C. Firestone	Landmark Stables Southern Pines, North Carolina 28387
Bobbie Fletcher	26 Staley Place Durham, North Carolina 27705
Robert A. Glass	1701 Lejeune Boulevard Jacksonville, North Carolina 28540
Grover A. Gore	Howe Street Southport, North Carolina 28461
Joseph Grimes	North Carolina Veterinary Medical Association 112 Johnston Street Smithfield, North Carolina 27577
E. Earl Hubbard	Southern National Bank of North Carolina 500 North Chestnut Street Lumberton, North Carolina 28358
Dorothy M. Kalet	Ard-Vista Animal Hospital, Inc. 527 South Stratford Road Winston-Salem, North Carolina 27103
Evelyn Lamb	Raleigh Kennel Club, Inc. 3409 Allendale Drive Raleigh, North Carolina 27604
M. M. Leonard	123 Biltmore Avenue Asheville, North Carolina 28801
Martin Litwack	North Carolina Veterinary Medical Association 2910 North Boulevard Raleigh, North Carolina 27604
Clifton C. McLean	195 Dr. Neal Road Southern Pines, North Carolina 28387
Birch McMurray	Central Soya of Athens 898 Barber Street Athens, Georgia 30601
G. Akers Moore	Commercial Printing Company 1313 Fairview Road Raleigh, North Carolina 27608

<u>Names</u>	<u>Addresses</u>
G. T. Moore	2703 Carver Street Durham, North Carolina 27705
Mrs. W. O. Moss	Mile-Away Farms Southern Pines, North Carolina 28387
B. F. Nesbitt	Silver Lane Farms, Inc. Route 2, Box 144 Fletcher, North Carolina 28732
William Prestage	Carroll's Milling Company Warsaw, North Carolina 28398
James R. Rabon	Waddell Street Fair Bluff, North Carolina 28439
C. B. Randall	1217 South Queen Street Kinston, North Carolina 28501
E. C. Robins, Jr.	A. H. Robins Company, Inc. 1407 Cummings Drive Richmond, Virginia 23220
Howard J. Schaeffer	Burroughs Wellcome Company 3030 Cornwallis Road Research Triangle Park North Carolina 27709
Mack S. Setser	2553 Asheville Road Waynesville, North Carolina 28786
Jack F. Shore	Route 1, Box 427 Yadkinville, North Carolina 27055
Albert W. Smith	Highway 258 North Farmville, North Carolina 27828
Charles M. Speegle	3602 Raeford Road Fayetteville, North Carolina 28304
Betty Dorton Thomas	160 Glendale Avenue, S. E. Concord, North Carolina 28025
John Troth	Farmers State Bank 133 Lake Avenue Worthington, Minnesota 56187
John Alexander Walker	Lowe's Companies, Incorporated 268 East Street North Wilkesboro, North Carolina 28656
Vernon E. White	Winterville North Carolina 28590
E. J. Whitmire	Franklin North Carolina 28734

<u>Names</u>	<u>Addresses</u>
J. Crawford Williams	Route 6, Box 268-A Raleigh, North Carolina 27612
Ronald H. Williams	5008 Rembert Drive Raleigh, North Carolina 27612
George M. Wood	F. P. Wood & Son Camden, North Carolina 27921
Clyde W. Young	Mocksville North Carolina 27028
James A. Graham	Department of Agriculture State of North Carolina 121 West Jones Street Raleigh, North Carolina 27611
Lloyd M. Massey	North Carolina State Grange 437 West Friendly Avenue Greensboro, North Carolina 27401
John W. Sledge	North Carolina Farm Bureau Federation 5301 Glenwood Avenue Raleigh, North Carolina 27611

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

<u>Names</u>	<u>Addresses</u>
Joab L. Thomas	Suite A, Holladay Hall North Carolina State University at Raleigh Raleigh, North Carolina 27607
Rudolph Pate	12 Holladay Hall North Carolina State University at Raleigh Raleigh, North Carolina 27607
George Worsley	Suite B, Holladay Hall North Carolina State University at Raleigh Raleigh, North Carolina 27607

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 16 day of May, 1978.

Joab L. Thomas (SEAL)

Rudolph Pate (SEAL)

George Worsley (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF WAKE

THIS IS TO CERTIFY, that on the 16 day of May, 1978, before me, a Notary Public, personally appeared JOAB L. THOMAS RUDOLPH PATE and GEORGE WORSLEY 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 16 day of May, 1978.

Ruth B. Kimball
Notary Public

My Commission Expires:

1-5-80

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SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH CAROLINA VETERINARY SCIENCE FOUNDATION, INC.

For the purpose of effecting an amendment to its Articles of Incorporation, pursuant to the provisions of Chapter 55A of the North Carolina General Statutes, entitled "Non-Profit Corporation Act", and the several amendments thereto, North Carolina Veterinary Science Foundation, Inc. states as follows:

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

(2) The Articles of Incorporation of the corporation are hereby amended as follows:

(a) Paragraph (1) of the Articles of Incorporation is deleted in its entirety, and in lieu thereof, a new paragraph (1) is substituted which shall read as follows:

"(1) The name of the corporation is NORTH CAROLINA VETERINARY MEDICAL FOUNDATION, INC."

(b) Subparagraphs (b) and (c) of paragraph (3) of the Articles of Incorporation are deleted in their entirety, and in lieu thereof, new subparagraphs (b) and (c) are substituted which shall read as follows:

"(b) To aid and promote, by financial assistance and otherwise, all types of education and research in the School of Veterinary Medicine of North Carolina State University and its various departments;

"(c) To promote educational, scholarly, and community service functions

of the School of Veterinary Medicine of North Carolina State University and its various departments by provision of financial and other assistance to:

(i) Maintain a distinguished faculty and assist them in their professional undertakings;

(ii) encourage teaching, learning, and research in the area of veterinary science; and

(iii) facilitate educational and research activities involving cooperation with other faculties of the University or with other institutions and organizations in the area of veterinary science."

(3) These amendments were adopted by the Board of Directors of the corporation at a meeting held on the 8th day of November, 1978; on said date a quorum of the Directors was present at such meeting; and such amendments received the vote of a majority of the members of the Board of Directors in office. (The corporation has no members.)

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to Articles of Incorporation to be executed by its President, attested by its Secretary, and its corporate seal to be affixed hereunto, this 16th day of November 1978.

ATTEST:

Rudolph H. Pate
Secretary

NORTH CAROLINA VETERINARY
SCIENCE FOUNDATION, INC.

By Grace A. Gore
President

STATE OF NORTH CAROLINA

COUNTY OF WAKE

Greene A. Gore and Rudolph Pate

, each being first duly sworn, declare and state that they are the President and Secretary, respectively, of NORTH CAROLINA VETERINARY SCIENCE FOUNDATION, INC.; that acting in such capacities they signed the foregoing Articles of Amendment to Articles of Incorporation on behalf of such corporation by its authority duly given; and that the statements set forth therein are true and correct.

Greene A. Gore
President

Rudolph Pate
Secretary

Sworn to and subscribed
before me, this 16 day
of November, 1978.

Mary A. Wallace
Notary Public

My Commission Expires:
February 27, 1981