

STATE OF NORTH CAROLINA



Department of The
Secretary of State

'91 DEC 17 PM 12 53

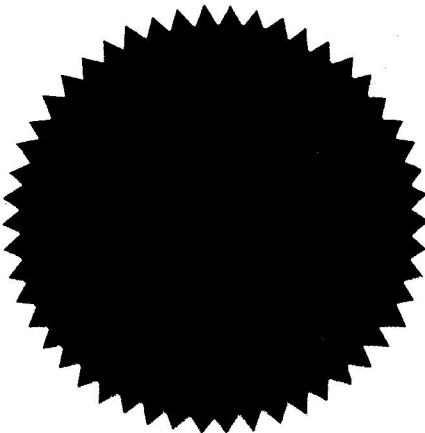
To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, 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
FRIENDS OF THE HAMMOCKS AND BEAR ISLAND, INC.**

the original of which was filed in this office on the 25th day of November, 1991.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of November, 1991.



Rufus L. Edmisten

Secretary of State

NORTH CAROLINA, ONSLOW COUNTY.

The foregoing certificate of Rufus L. Edmisten, Secretary of State is/are certified to be correct. This instrument was presented for registration and

C-0297125

FILED

ARTICLES OF INCORPORATION

OF

NOV 25 1991

FRIENDS OF THE HAMMOCKS

AND BEAR ISLAND, INC.

RUFUS L. SOMMER
SECRETARY OF STATE
NORTH CAROLINA

91 323 5057

We, the undersigned natural persons of the age of twenty-one years or more, do hereby organize a nonprofit corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina 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 FRIENDS OF THE HAMMOCKS AND BEAR ISLAND, INC.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the Corporation is organized are to develop, encourage, and promote public awareness of Hammocks Beach State Park; to serve as a philanthropic organization for the support, maintenance of programs and development of facilities of Hammocks Beach State Park; to solicit, hold, invest, and expend funds for such purposes; and to render assistance as requested by the North Carolina Division of Parks and Recreation, Hammocks Beach State Park. These purposes are exclusively nonprofit, charitable, educational and scientific.

And, in order to properly prosecute the objects and purposes set forth above, the corporation shall have full power and authority to purchase, lease, and otherwise acquire, own, 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; to borrow money and to give security therefor; to solicit and receive donations, bequests, devises, and other gifts of money or property, either real or personal; and to administer and use the money and property of the corporation, and any and all income derived therefrom for any one or more or the objects and purposes specified in this paragraph; 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; provided, however, that no such power shall be exercised in a manner which is not consistent with Section 501(c)(3) of the Internal Revenue Code of 1954; as the same may be amended from time to time.

The corporation shall have no power to declare dividends, and no part of its net earnings shall inure 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.

4. The corporation shall have no capital stock.

5. The corporation shall have members, as provided in the by-laws.

6. Except for the initial Board of Directors whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the by-laws.

7. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

9. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

10. The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

11. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

12. The address of the initial registered office of the corporation in the State of North Carolina is 106 Seashore Drive, Swansboro, Onslow County, North Carolina 28584, and the name of its initial registered agent is David M. Pearson.

13. The number of directors constituting the initial board of directors shall be six; and the names and addresses of the persons who are to serve as the initial directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| Ned S. Hurst | 110 Seashore Drive Swansboro, NC 28540 |
| Garland W. Sewell, Jr. | 100 Oyster Bay Rd. Swansboro, NC 28584 |
| Victor J. Wilson | 10512 Island Circle Emerald Isle, NC 28594 |
| K. Cameron Lanier | 152 Goodwill Lane Swansboro, NC 28584 |
| David M. Pearson | 106 Seashore Drive Swansboro, NC 28584 |
| Joyce A. Bland | 178 Oak Leaf Drive Pine Knoll Shores, NC 28557 |

14. The names and addresses of the incorporators are:

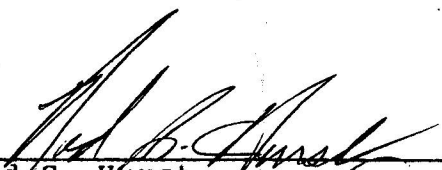
| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| Ned S. Hurst | 110 Seashore Drive Swansboro, NC 28540 |
| Garland W. Sewell, Jr. | 100 Oyster Bay Rd. Swansboro, NC 28584 |
| Victor J. Wilson | 10512 Island Circle Emerald Isle, NC 28594 |
| K. Cameron Lanier | 152 Goodwill Lane Swansboro, NC 28584 |
| David M. Pearson | 106 Seashore Drive Swansboro, NC 28584 |
| Joyce A. Bland | 178 Oak Leaf Dr. Pine Knoll Shores, NC 28557 |

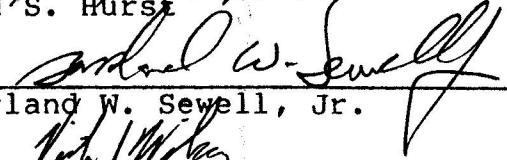
15. In the event of the dissolution of the corporation, either voluntary or involuntary, all assets and property which remains after the discharge of the corporation's liabilities shall be paid over and distributed in accordance with Section 507, Internal Revenue Code, by the Board of Directors to one or more organizations which satisfy the


requirements of Section 501(c)(3), Internal Revenue Code, as amended from time to time, and shall be used or distributed for not other object or purpose whatsoever.

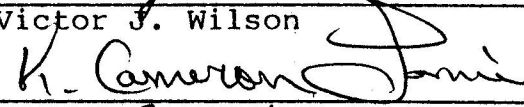
16. This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and the rights conferred herein are granted subject to this reservation; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate other than exclusively for charitable, social and fraternal purposes, or so that the directors or any private individuals may participate in the distribution of earnings, funds, or properties of this corporation.

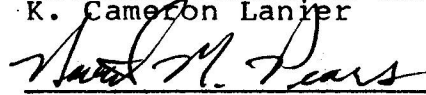
IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 14th day of November, 1991.

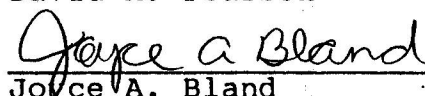

Ned S. Hurst (SEAL)


Garland W. Sewell, Jr. (SEAL)


Victor J. Wilson (SEAL)


K. Cameron Lanier (SEAL)


David M. Pearson (SEAL)


Joyce A. Bland (SEAL)

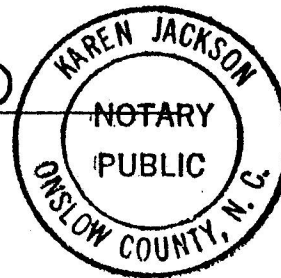
NORTH CAROLINA:

ONSLOW COUNTY:

THIS IS TO CERTIFY that on the 14th day of November, 1991, before me, a Notary Public, personally appeared Ned S. Hurst, Garland W. Sewell, Jr., Victor J. Wilson, K. Cameron Lanier, David M. Pearson and Joyce A. Bland, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I after first having made known to them the contents thereof, they did acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and notarial seal, this the 14th day of November, 1991.

Karen Jackson
Notary Public



My Commission expires:

3-1-94