

ARTICLES OF INCORPORATION
OF
THE HALIFAX COMMUNITY COLLEGE FOUNDATION, INC.
A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under 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, do hereby set forth:

ARTICLE I

The name of the corporation is the Halifax Community College Foundation, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are as follows:

- A. To receive and hold deposits and gifts of money and administer funds exclusively for charitable, scientific, or educational purposes and exclusively in respect to academic, education and any other phases of operations of or in connection with any program of The Halifax Community College at Weldon, North Carolina, not for profit, but in such manner that no part of its net earnings shall inure to the benefit of any private stockholder or individual (except necessary employees and consultants but under no circumstances shall any director or officer of the corporation who is a director receive any part of said earnings), and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda, or otherwise attempt to influence legislation, and in such manner that it shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- B. Subject always to the provisions of paragraph A of this Article, to undertake, promote, develop and carry on academic and educational work and any other type of work in respect of and in any manner in connection with the operations of or program of or sponsored by The Halifax Community College; to cooperate with, advise and extend financial aid to persons desiring to attend The Halifax Community College through proper authorities of the College and in accordance with its rules and regulations governing financial aid; and without limiting the generality of the foregoing in any way, to render financial aid; and assistance out of its net income, assets or both (without limit as to any one recipient or any one phase of the operations and program of The Halifax Community College), in such manner and in such amounts as the Board of Directors may in their discretion deem to be in furtherance of the interests, activities and objects of The Halifax Community College.

- C. To act in any case under any Last Will and Testament or under any decree, order of appointment or any court of record, surrogate, prothonotary, clerk of court, or other duly authorized tribunal or officer or person of the State of North Carolina, or the District of Columbia or of the United States, or of any state or territory thereof, or under any deed, resolution or writing, or verbal authority, as sole trustee, receiver, guardian, curator, committee, special commissioner, custodian, escrow agent, attorney in fact, statutory agent, Transfer agent, or in any other fiduciary agency capacity whatever, wherein it is necessary to so act in carrying out the provisions of said Last Will and Testament or such decree or order in the interest of promoting and protecting the purposes herein for the benefit of The Halifax Community College.
- D. To receive, take charge of, care for and manage, as fully in every respect as may be done by any individual, any and all property of every kind and description, real, personal and mixed, which may be given to or in any way put in to the charge, custody, care or management of the corporation; to execute all authorities conferred upon the corporation, and to attend to , care for and manage all matters of business of every kind which may be committed to it, including, among other things, the sale, lease, hire, loan or other disposition of property, real and personal, the collection of rents, interest, dividends or other moneys, in the carrying on of any business and the exercise of any corporate or other franchise as trustee, mortgagee, assignee or agent; to execute, acknowledge, seal and deliver mortgages, deeds, powers of attorney, leases, releases, bonds, contracts, or other instruments of writing; to institute and prosecute suits, actions or other proceedings in its own behalf or for the protection of any property or business managed or controlled by the corporation or placed with it or put into its charge, custody or care; and to fully attend to all matters or things committed to it as fully in every respect as could or might be done by an individual.
- E. To invest in, lend upon, purchase, hold, guarantee, endorse, mortgage, encumber, pledge, hypothecate, sell assign, transfer, convey, lease or otherwise dispose of, manage or deal in, any personal property or real estate, or any rights or interest in either.
- F. To secure any of its own indebtedness or obligations, whether as principal or otherwise, by mortgage, deed of trust upon, or by pledge or hypothecation of, any of the corporation's assets or property, other than trust or fiduciary property or funds in the possession or under the control of the corporation as trustee or in some other fiduciary capacity.
- G. In the event that any individual, firm, corporation or other organization, by Last Will and Testament, deed or other writing, shall give to this corporation securities of other properties and therein shall designate one or more limited purposes (within the scope of the general purposes stated in paragraphs A and B of this Article) to which the whole or any part of the principal or income or both such gifts is to be applied by this corporation, or should give directions regarding the time, manner, amounts and conditions of the application or disposition of such gift or of the principal or of the income thereof by the corporation, or shall otherwise curtail, as respects such gifts only, the powers, authorities, or discretions which, as regards the corporate property generally, or granted to and vested in the Directors of this corporation by the other provisions of these Articles of Incorporation, and in the event this corporation should be requested to accept the administration of any existing trust or fund (within the scope of the general purposes stated above, but otherwise limited and restricted in

one or more particulars as herein-above set forth in this paragraph) then, and in any such event, the Directors of this corporation, in their discretion, may accept such gifts or the administration of any such trust or fund and upon such acceptance shall hold, administer and apply the funds, securities, and other properties so given, notwithstanding the other provision of these Articles of Incorporation, strictly in accordance with the provisions of such Last Will and Testament, deed or other writing or such trust or fund.

In no event and under no circumstances, however, shall the Directors of this corporation accept any such gift or undertake the administration of distribution thereof if the designated purpose or purposes to which the principal or income, or both, is to be applied or not be within the scope with the general purposes stated in paragraph A and B of this Article.

And in order properly to prosecute the objects and purposes hereinbefore set forth, but subject always to the provision of the preceding paragraphs of this Article, this corporation shall have full power and authority to acquire, receive, purchase, take by gift, devise, bequest or otherwise, real, personal and mixed property of every kind and description, wheresoever the same may situated and without limit as to amount, including without limiting the generality of the foregoing, money, lands, building, mortgages, shares, stocks, debentures, or other securities of any donor, bulls, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the work of this corporation; to use, mortgage, pledge, sell, lease, assign, give, exchange, transfer, convey or otherwise dispose of the same at pleasure; to hold all or any part of any securities or property acquired by it in whatever manner and to invest or reinvest any funds held by it as the Board of Directors may deem advisable, without being restricted to the class of investments, which a trustee is or may hereafter by permitted or authorized to make by the laws of the State of North Carolina or any other state; to borrow money of any person, firm or corporation, and to execute notes or obligations of the corporation from time to time for any of the objects or purposes of the corporation and secure the same by lawful means; to enter into, make, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of the powers hereinbefore set forth and to the other corporation, organizations, foundations, institutions, government agencies, or individuals, and to do every other act or acts, thing or thins incidental or appurtenant to or growing out of or connected with aforesaid objects and purposes or any part or parts thereof, and not forbidden by the laws of the State of North Carolina, and with all the power conferred upon non-stock, non-profit corporations by the laws of the State of North Carolina.

- H. Notwithstanding any other provision of these Articles this corporation shall not, except to one insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of this corporation.

ARTICLE IV

This corporation shall have no members and shall have no capital stock.

ARTICLE V

The governing body of this corporation shall be known as the Board of Directors. Each director shall hold office for the term for which he is elected and until his successor is elected and qualified. The Board of Directors shall be composed of not fewer than seven nor more than twenty-three persons. The initial Board of Directors shall be composed of **twelve** persons. Directors need not be residents of the State of North Carolina. The names and **addresses** of the persons who are to serve as the initial directors and until the annual meeting of the Board of Directors **set** opposite their respective names and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>ANNUAL MEETING</u>
Harry Branch	600 Sherrod Heights Enfield, NC	<u>1977</u>
A. C. Cofield	501 West 3 rd Street Weldon, NC	<u>1977</u>
Jasper Eley	School Street Jackson, NC	<u>1977</u>
Ferd L. Harrison	1807 Fenner Street Scotland Neck, NC	<u>1977</u>
Ann R. Hawfield	Spring Street Littleton, NC	<u>1977</u>
Grover Howell	Country Club Road Weldon, NC	<u>1977</u>
Matt R. Johnston	116 College Street Littleton, NC	<u>1977</u>
L. W. Locke	The Pines Enfield, NC	<u>1977</u>
M. C. Newsom III	410 Hamilton Street Roanoke Rapids, NC	<u>1977</u>
Watson N. Sherrod	The Pines Enfield, NC	<u>1977</u>
Phillip W. Taylor	Route 3, Box 221-B Littleton, NC	<u>1977</u>
Frankie F. Young	Highway 561 Halifax, NC	<u>1977</u>

Effective immediately upon the filing hereof with the Secretary of State of North Carolina as required by Section 55A-36 of the General Statutes of North Carolina, the Board of Trustees of Halifax Community College shall have the sole power and authority to elect the persons to serve on the corporation's Board of Directors, each person to be elected for a term of 3 years and to take office at the annual meeting of the Board of Directors of this corporation next succeeding his election thereto. Nothing herein contained shall be construed to prevent the election of a director to succeed himself. Any Person who is a director of this corporation and a trustee of the college who for any reason is no longer a trustee of the College shall automatically no longer be a member of the Board of Directors of this corporation. Vacancies in the Board of Directors shall be filled by appointment made by the Board of Trustees of Halifax Community College. Each person so appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and shall remain a director until his successor has been elected and shall have qualified.

ARTICLE VI

The Trustees of Halifax Community College shall have the authority to appoint a Board of Advisors for this corporation at any time it may see fit. The number of members of such Board may be determined from time to time by the Trustees of Halifax Community College as the needs require and the said Board of Advisors shall be governed by such rules and regulations as the By-Laws of this corporation shall from time to time provide.

ARTICLE VII

The address of the initial registered office of the corporation is P. O. Drawer 809 in the Town of Weldon, County of Halifax, but it may have one or more other offices in Halifax County, or the State of North Carolina. The initial registered agent of the corporation upon whom service of process may be had is Dr. Phillip W. Taylor, whose address is P. O. Drawer 809, Weldon, North Carolina.

ARTICLE VIII

No part of the income or properties of this corporation shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is devoted to carrying on propaganda or otherwise attempting to influence legislation or which participates in, or intervenes in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings of this corporation shall inure to the benefit of any member, director, officer of the corporation, or individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes by persons other than directors and officers of the corporation and other than members of any advisory committee created and established under the provisions of the by-laws of this corporation), and no member, director, officer of the corporation, or corporation's assets on any dissolution of the corporation. On dissolution, the assets of the corporation shall be transferred or conveyed to one or more qualified charitable, religious or educational corporations or institutions which meet the requirements for exemption under Section 501 (a) and described in Section 501 (c) (3) of the Internal Revenue Code of the United States, and which have substantially similar purposes or which are engaged in activities substantially similar to this

corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IX

The names and addresses of all of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
Watson N. Sherrod	The Pines Enfield, NC 27823
Ann R. Hawfield	Spring Street Littleton, NC 27850
Harry Branch	600 Sherrod Heights Enfield, NC 27823
A. C. Cofield	501 West 3 rd Street Weldon, NC 27890
L. W. Locke	The Pines Enfield, NC 27823
Phillip W. Taylor	Route 3, Box 221-B Littleton, NC 27850

ARTICLE X

Upon the completion of the organization of this corporation, the Board of Directors will adopt such by-laws as they deem advisable, setting forth regulations governing the administration of the affairs of this corporation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals, this the 7th day of April, 1976.

Watson N. Sherrod	(SEAL)
Ann R. Hawfield	(SEAL)
Harry Branch	(SEAL)
A. C. Cofield	(SEAL)
L. W. Locke	(SEAL)
Phillip W. Taylor	(SEAL)

STATE OF NORTH CAROLINA

COUNTY OF HALIFAX

This is to certify that on the 7th day of April, 1976, before me a Notary Public, personally appeared Watson N. Sherrod, Ann R. Hawfield, Harry Branch, A. C. Cofield, L. W. Locke and Phillip Taylor; who I am satisfied, are the persons named in and who executed the foregoing Articles of Incorporation, and I have 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 set my hand and notarial seal, this the 7th day of April, A. D. 1976.

Mary W. Merritt

Notary Public

My commission expires: August 9, 1979