



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 WOODWORKER, INC.

the original of which was filed in this office on the 16th day of July, 2008.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of July, 2008

Elaine F. Marshall

Secretary of State

PREPARED BY AND MAIL TO: David R. Godfrey,
SAVAGE & GODFREY Attorneys at Law, PO Box 845, Apex, NC 27502

ARTICLES OF INCORPORATION
NORTH CAROLINA WOODWORKER, INC.

Pursuant to North Carolina General Statutes (NCGS) Chapter 55A, the undersigned submits these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is:

North Carolina Woodworker, Inc.

2. The street and mailing address of the initial principal office of the corporation, is:

201 Chilcott Lane
Apex, NC 27502
(Wake County)

3. The name and street and mailing address of the initial registered agent and registered office of the corporation is:

Stephen C. Coles
(Same address as Section 2 above).

4. The purposes for which this corporation is organized are to promote and provide education, communication, collaboration, and other services ancillary and reasonably related to the learning and practice of the art and craft of woodworking. The corporation shall exist and operate exclusively for charitable, educational, scientific, and/or literary purposes.

In furtherance of its purposes set forth above, and to the extent necessary to carry out such purposes, the corporation shall have all the powers given to and possessed by a North Carolina Corporation organized under the North Carolina Nonprofit Corporation Act, and may engage in any lawful activities which are incidental to and in furtherance of the purposes of the corporation set forth above.

The corporation may make distributions to organizations that qualify as exempt organizations under section 501(c) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its member(s), director(s), officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in

(including the publishing or distribution of statements) any political campaign or on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the corporation's liabilities, dispose of all of corporation's assets exclusively for the purposes of the corporation set forth above, or to a public body or nonprofit organization with similar purposes, or to such other organization(s) organized and operated exclusively for the purposes of the corporation set forth above as shall at the time qualify as exempt organization(s) under section 501(c) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), in such manner as the Board of Directors shall determine.

5. The corporation shall be governed by a board of directors, the member(s)' election and terms to be determined in accordance with the bylaws of the corporation. The number of directors constituting the initial board of directors shall be one (1).

Directors and officers shall not have personal liability arising out of their service as such, and the corporation shall indemnify the director(s) and officers from personal liability for acts or omissions, in accordance with, and subject to the limitations set forth in, NCGS 55A-2-02(b)(4) and 55A-8-50 through 8-58.

6. The corporation will have one or more members as provided in the bylaws of the corporation.

7. The period of duration of the corporation shall be perpetual.

8. The name and address of the incorporator is:

Stephen C. Coles
(Same address as Section 2. above)

9. These articles shall be effective upon filing with the North Carolina Secretary of State.

This the 9 day of July, 2008.


Stephen C. Coles, Incorporator