

**ARTICLES OF INCORPORATION**  
**OF**  
**FRIENDS OF MORROW MOUNTAIN STATE PARK**  
**A NON PROFIT CORPORATION**

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of Chapter 55A of the laws of the State of North Carolina.

1. The name of the corporation is Friends Of Morrow Mountain State Park.
2. The corporation is a charitable or religious corporation as defined in the North Carolina General Statutes Section 55A-1-40(4).
3. The period of duration of the corporation shall be perpetual.
4. The purpose of the nonprofit corporation is to support and promote Morrow Mountain State Park for the benefit of the general public, including raising funds to provide for the renovation of existing structures associated with the Park, to provide construction of new facilities for use by visitors to the Park, to enhance the protection and preservation of the Park's natural, scenic, cultural, and historic resources, and to provide greater opportunities for education, research, and public appreciation of the Park's resources.

Notwithstanding the foregoing, the following provisions in regard to the corporation's purpose, its prohibited activities and the distribution of the corporation's assets upon its dissolution shall apply:

**ARTICLE I**

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE II

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article One hereof. No substantial part of the activities of the corporation shall be the carrying on of 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 on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these 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)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE III

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5. The street address and county of the registered agent is:

1616 Cleveland Avenue  
Charlotte, NC 28203

Mecklenburg County

6. The name of the registered agent at such address is Jameson P. Wells.

7. The corporation will have no members.
8. The street address, mailing address, and county of the principal office of the corporation is:

49104 Morrow Mountain Road  
Albemarle, NC 28001 Stanly County

The street address and the mailing address are the same as listed above.

9. The directors of the corporation shall be elected as provided by the Bylaws. The number of directors of the corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors shall be one and the name and address of the individual who is to serve as the initial director until his successors are elected or appointed and qualify is:

Jeffrey Dean Michael  
617 North Main Street  
Davidson, NC 28036 Mecklenburg County

10. To the extent permitted by the North Carolina Non Profit Corporation Act, as it exists or may hereafter be amended, Directors of the Corporation shall not be personally liable for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty as a Director unless such elimination of liability is limited by law. Further, as provided by NCGS §55A-8-60 or its successor statute, a person who has served or is serving as a Director or Officer of the Corporation shall be immune individually from civil liability for monetary damages, except to the extent covered by insurance for any act or failure to act arising out of this service except as such immunity is limited by law.

11. To the extent permitted by the North Carolina Non Profit Corporation Act, as it exists or may hereafter be amended, the Corporation shall indemnify any individual who has served or is serving as a Director or Officer of the Corporation against liability and expense in any proceeding (including without limitation a proceeding brought by or on behalf of the corporation itself) arising out of their status as such or their activities in any of their foregoing capacities.

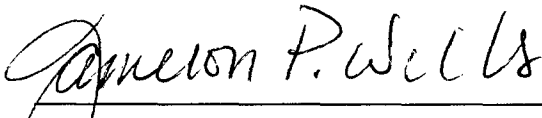
12. The name and address of the incorporator is:

Jameson P. Wells  
Wells & Daisley, P.A.  
1616 Cleveland Avenue  
Charlotte, NC 28203

Mecklenburg County

13. These articles will be effective upon filing.

IN WITNESS WHEREOF, I have hereunto set my hand this 8<sup>th</sup> day of  
January, 2007.

  
Jameson P. Wells INCORPORATOR  
Attorney at Law


Incorporator for the Corporation  
Friends of Morrow Mountain State Park

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, LINDA CRUISE, Notary Public for the State of North  
Carolina and the County of Mecklenburg, do hereby certify that Jameson P. Wells  
personally appeared before me this 8<sup>th</sup> day of January, 2007, and  
acknowledged the due execution of the foregoing Articles Of Incorporation for a  
Nonprofit Corporation.

(SEAL)

  
Notary Public

My commission expires: JUNE 7, 2008