

Department of The Secretary of State

To all whom these presents shall come, Greetings:

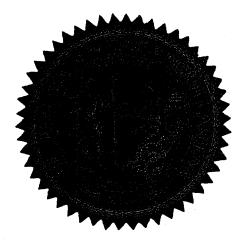
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

NORTH CAROLINA TEXTILE 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 23rd day of January, 1998.

Elaine J. Marshall

Secretary of State

ARTICLES OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF THE NORTH CAROLINA TEXTILE FOUNDATION, INC.

ADOPTED ON SEPTEMBER 29, 1995 BY THE BOARD OF DIRECTORS AT ITS REGULAR ANNUAL MEETING OCT 2 3 1995

The undersigned nonprofit corporation, for the purposes of amending its Certificate of The State of State of State of State of State of North Carolina, states as follows:

- 1. The name of the Corporation is North Carolina Textile Foundation, Inc.
- 2. Each amendment was duly adopted by a sufficient vote of the Board of Directors without member approval. Member approval not required because no members have voting rights.
- 3. These amendments will be effective upon filing.
- I. Where "North Carolina State College of Agriculture and Engineering of the University of North Carolina" appears in the original Certificate of Incorporation, it is deleted and replaced by "North Carolina State University at Raleigh".
- II. ARTICLE 2 IS HEREBY DELETED IN ITS ENTIRETY AND A NEW ARTICLE 2 IS INSERTED IN LIEU THEREOF WHICH READS AS FOLLOWS:

The street address of the registered office of the corporation is 2401 Research Drive, Raleigh, Wake County, North Carolina. The mailing address of the registered office of the corporation is Box 8301, Raleigh, North Carolina 27695-8301. The registered agent of the corporation at this address is Nancy B. Martin.

III. ADD TO ARTICLE 4:

"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."

IV. ARTICLE 5 IS HEREBY DELETED IN ITS ENTIRETY AND A NEW ARTICLE 5 IS INSERTED IN LIEU THEREOF WHICH READS AS FOLLOWS:

"The corporation is a nonprofit, charitable and educational corporation and has no capital stock. The twenty-one members of the corporation, listed in the original certificate, shall be retained to honor these members as founders, but the members shall have no powers and no new members shall be appointed."

V. ADD TO ARTICLE 6:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, 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 this Certificate of Incorporation. 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions 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."

VI. CHANGE ARTICLE 7 TO READ:

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

VII. ARTICLE 8 IS HEREBY DELETED IN ITS ENTIRETY AND A NEW ARTICLE 8 IS INSERTED IN LIEU THEREOF WHICH READS AS FOLLOWS:

"In the event of the dissolution of the corporation, either voluntary or involuntary, all assets and property which remain after the discharge of the corporation's liabilities shall be paid over or distributed by the Board of Directors to any other nonprofit corporation or corporations organized to support the College of Textiles of North Carolina State University at Raleigh, as determined by the Board of Directors in its sole discretion, and shall be used or distributed for no other object or purpose whatsoever; provided, however, that any such organization must be exempt from federal income taxes under Section 501(c)3 of the Internal Revenue Code, as amended."

VIII. ADD A NEW ARTICLE 9:

"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 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 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."

IX. CHANGE EXISTING ARTICLE 9 TO BE ARTICLE 10.

IN TESTIMONY WHEREOF, the corporation has caused these Articles of Amendment to be executed by its President, attested by its Secretary, and its corporate seal affixed hereunto this <u>29th</u> day of September , 1995.

NORTH CAROLINA TEXTILE FOUNDATION, INC.

ATTEST:

Nancy B. Martin

Secretary

(CORPORATE SEAL)

Edward P. Schrum
President

STATE OF NORTH CAROLINA) MECKLENBURG COUNTY

This is to certify that on the 10th day of December, 1942, before me, a Notary Public of the above named County and State, personally appeared R. S. Dickson, who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written.

Notary Public

My Commission Expires Oct. 9, 1943

| NORTH CAROLINA | |
|---|----------|
| NORTH CAROLINA COUNTY OF Grilled | |
| | ٠.: |
| This is to certify that on the LV day of December, 1942, before me, a Note | ary |
| This is to certify that on the 2V day of December, 1942, before me, a Note Public of the above named County and State, personally appeared 1942, before me, a Note | <u>`</u> |
| , who I am satisfied is the person named in and who execu- | ted th |
| foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incertand I having first made known to him the contents thereof, he did acknowledge that signed, sealed and delivered the same as his voluntary act and deed, for the uses a purposes therein expressed. | he |
| IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official se | eal. |
| this the day and year first above written. | (|
| Ruly Cates | |
| Notany Public | |

My commission expires:

march 14, 1944

CERTIFICATE OF INCORPORATION

OF NORTH CAROLINA TEXTILE FOUNDATION, INCOMPARATED

This is to certify that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the laws of the State of North Carolina, and to that end do hereby set forth:

- 1. The name of the corporation is North Carolina Textile Foundation, Incarporated.
- 2. The location of the principal office of the corporation is in the City of Greensboro, in Guilford County, North Carolina, but it may have one or more branch offices and places of business at other places in the State of North Carolina.
- 3. The objects and purposes for which the corporation is formed are to aid and promote, by financial assistance and otherwise, all types of textile education and research at the North Carolina State College of Agriculture and Engineering of the University of North Carolina, at Raleigh, North Carolina.
- 4. In order to properly prosecute the objects and purposes hereinbefore set out, the corporation shall have full power to receive donations, bequests, and devises; to purchase, lease and otherwise acquire and hold and to sell, donate and otherwise dispose of all kinds of property, real, personal and mixed; to pay in full or to supplement the salary or salaries of any person or persons engaged in any phase of textile education or research at the said North Carolina State College of Agriculture and Engineering of the University of North Carolina; to donate all or any part of the equipment, materials or other facilities incident to any such education or research; and generally to do any and all acts and things which may be deemed

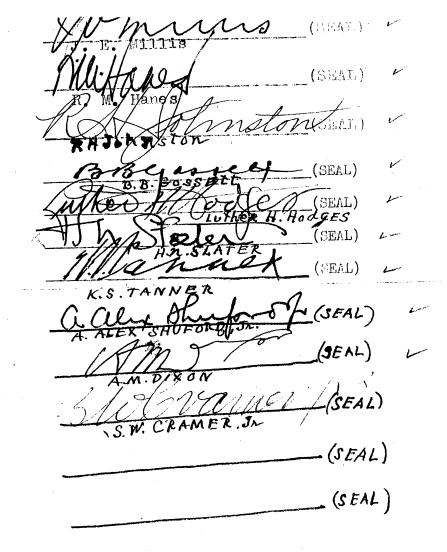
necessary or expedient for the development, expansion and extension of textile education and research at or through the said North Carolina College of Agriculture and Engineering of the University of North Carolina.

- 5. The corporation is a non-profit, charitable and educational corporation and has no capital stock, and its conditions for membership are as follows: that members shall include such persons, firms and corporations as shall meet the terms and conditions for membership as prescribed from time to time by the bylaws of the corporation.
- 6. The management of the corporation and of its properties shall be vested in a Board of Directors which shall have full power and authority from time to time, without the assent or vote of the members, to make, alter, amend and rescind the by-laws of the corporation; to make rules and regulations prescribing the terms and conditions for membership in the corporation; and to sell, donate or otherwise dispose of any and all of the property of this corporation, real, personal or mixed, in furtherance of any of the objects and purposes for which the corporation is formed. The number of directors of the corporation shall be provided for and determined by the by-laws of the corporation.
- 7. The period of existence of the corporation is unlimited.
- 8. No director of the corporation shall receive any compensation whatever for or in connection with his services as

tors and original members of the corporation are as follows: Greensboro, N. C. Carter Gneensboro, N. C. Cannon Roxboro, N. C. L. Harris Max Gardner Max Gardner E. Millis High Point, N. C. Charlette M.C. LUTHER H. HODGES H.N. SLATER K.S. TANNER A. ALEX SHUFORD A. M. DIXON

The names and post office addresses of the incorpora-

| My mm. | Im Gantani no |
|--|--|
| A. G. Wyers | Gastonia, N. C. |
| David Clark | Charlotte, N. C. |
| David Clark R. D. Slickson | Charlotte UC |
| R. S. Dickson | Charlotte, N. C. |
| W. B Col | Cockergham & |
| W. B. Cole | Rockingham, N. C. |
| John K. Voehringer | ge Greensboro, N. C. |
| R. H. Johnston | |
| S. W. CRAMER | |
| | helds married to the second of |
| TH WITHERD WHENTED, WE | the undersigned, have hereunto set |
| our names and seals this the | bst day of December, 1942. |
| 7 | 0800 / 1 1 2 (OTHER) |
| W | J. Carter (SEAL) |
| | I Shewe Rue (SEAL) |
| J. | Spencer Love |
| K. | P. Lewis (SEAL) |
| | Cannos (SEAL) |
| C | |
| | (SEAL) |
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| | Dano Land (SEAL) |
| Bisand, recoladorand delivered in the presence of: | Pavid Clark |
| | R. S. Dickson (SEAL) |
| | MANNAM (SBAL) |
| | A. G. Nyers |
| | M. P. Ole (SEAL) |
| | Jount Ochrinar & (SEAC) |
| | John K. Voehringer, Tr. |
| | Sommis (SEAT) |
| | F. Millis |
| | (SMAL) |
| | The manufaction of |
| | RAJEN STON |
| | B. B. COSSULL (SEAL) |
| | Who fill of Chall |
| | HI SLATER (SEAL) |
| | Millanux (SEAL) |
| en e | K.S. TANNER |
| | a alex shorong Jr. (SEAL) |



NORTH CAROLINA GUILFORD COUNTY

This is to certify that on the $\sqrt{8}^{m}$ day of December, 1942, before me, a Notary Public of the above named County and State, personally appeared W. J. Cartery J Spercer Love of Greenston un and Said Clark of Charletto N.C.

who I am satisfied are the persons named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to them the contents thereof they did each acknowledge that they signed, sealed 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 the day and year first above written.

Era B. Clapp

Notary Publis

My commission expires:

1-6-1943

NORTH CAROLINA E COUNTY

This is to certify that on the <u>g</u> day of December, 1942, before me, a Notary Public of the above named County and State, personally appeared K. P. Lewis

who I am satisfied the persons named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to them the contents thereof they did each acknowledge that the signed, sealed and delivered the same as this 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 the day and year first above written.

Helen W. Miller Notary Public

My commission expires:

May 26, 1944

NORTH CAROLINA
COUNTY OF Fronty Has

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the day and year first above written.

My commission expires:

Mary a Einest Nother Public

NORTH CAROLINA COUNTY OF Lastor

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the day and year first above written.

Notary Pyblic

An commission empirem:

My Commission Eliptics Feb. 7th, 19404

De 12.1742

NORTH CAROLINA COUNTY OF Michigan

This is to certify that on the 174 day of December, 1942 before me, a Notary Public of the above named County and State, personally appeared W. F. F. who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written.

My commission expires:

R. 13 211 for Public

Dec. 30.1947-

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the day and year first above written.

My commission expires:

Notary Public

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the day and year first above written.

Notary Public

My commission expires:

Aug 1, 19 + 4

NORTH CAROLINA COUNTY OF Person

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the day and year first above written.

My commission expires:

Notary Public

HORTH CAROLINA COUNTY OF Nestrick of Columbia This is to certify that on the /th day of December, 1942, before me, a Notary Public of the above named county and state, Deskid, personally appeared O. man Gardner who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof he did acknowledge that he signed, scaled and delivered the same as his voluntary act and deed, for the uses and purposes therein expressed. IN TESTIMONY THEREOF, I have hereunto set my hand and affixed my official seal this the day and year first above written. My commission expires:

Mary T. Murphy

NORTH CAROLINA COUNTY OF

This is to certify that on the 1700 day of December, 1942 before me, a Notary Public of the above named County and State, personally appeared who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incompanied, and I having first made known to him the contents thereof he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written.

> rett Notary Public

dig of grand and are the second

My Commission Expires July 10, 1944

NORTH CAROLINA COUNTY OF NORTH CAROLINA Medlenburg.

Incarporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, for the uses and purposes therein expressed.

IN TEXTIMONY WHEREOF, I have herounto set my hand and affixed my official seal this the day and year first above written.

My commission expires:

NORTH CAROLINA COUNTY OF Mackenburg This is to certify that on the vath day of December, 1942 before me, a Notary Public of the above named County and State, personally appeared B.B. Quest , who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written. alice C. Moone Notary Public My commission expires: St pril 18, 1944 NEW YORK COUNTY OF NEW YORK This is to certify that on the 22nd day of December, 1942 before me, A Notory Public of the above named County and State, personally appeared the thought , who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written. ommission expires Netar Public "COART FUBLIC, QUEENS COUNTY Coursia Co. (Mr.) No. 1026, Reg. No. 817 Consider nN.Y. Co.Ch's No. 260, Reg. No. 411128 Tom Lapites Farch 30, 1944 NORTH CAROLINA COUNTY OF MANN This is to certify that on the 2 / May of December, 1942, before me, a Notary Public of the above named County and State, personally appeared to the me, who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written.

Notary Public

V Commission Funires Mar. 6 1943

ORTH CAROLINA OUNTY OF Catant This is to certify that on the 14 day of December, 1942 before me, a Notary ublic of the above named County and State, personally appeared a aut. Di who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written. commission expires: NORTH CAROLINA COUNTY OF This is to certify that on the 24th day of December, 1942 before me, Public of the above named County and State, personally appeared_ who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written. Hy-painst-seton Notary Public, Caston County My Commission Expires January, 18, 194 NORTH CAROLINA

COUNTY OF

This is to certify that on the 2 H day of December, 1942, before me, a Notary Public of the above named County and State, personally appeared S. 11. Cramber, who I am satisfied is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written.

commission expires:

north carolina county of Catanha

This is to certify that on the day of December, 1942 before me, a Notary Public of the above named County and State, personally appeared and who executed the whole who is the person named in and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his 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 the day and year first above written.

My commission expires:

19, 19 +3

NORTH CAROLINA COUNTY OF Jaston

This is to certify that on the Alf day of December, 1942 before me, a Notary Public of the above named County and State, personally appeared Alf and who executed the foregoing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, for the uses and purposes therein expressed.

TN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal

Notary Public, Gaston County
Ny Commission Expires January, 18, 1948

ORTH CAROLINA aslow

This is to certify that on the 2 day of December, 1942, before me, a Notary willist of the above named County and State, personally appeared 1. 10. Townson for the contents the person named in and who executed the descing Certificate of Incorporation of North Carolina Textile Foundation, Incorporated, the Laving first made known to him the contents thereof, he did acknowledge that he is ned, sealed and delivered the same as his voluntary act and deed, for the uses and apposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal

Notary Public

emission expires:

17-1944.