

**Articles of Incorporation
of
Friends of the South Mountains State Park**

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Elaine F. Marshall
North Carolina Secretary of State
C200916200443

a North Carolina not-for-profit Corporation.

The undersigned hereby submits these Articles of Incorporation for the purpose of forming 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, and any amendments thereto.

1. The name of the Corporation is:

FRIENDS OF THE SOUTH MOUNTAINS STATE PARK, INC.

2. The Corporation is a charitable corporation as defined in N.C.G.S. Section 55A-1-40(4).

3. The street address of the initial registered office of the Corporation is:

**400 Second Avenue, NW
Hickory, NC 28601
(Catawba County)**

4. The name of its initial registered agent is:

Jimmy R. Summerlin, Jr.

5. The mailing address of the initial registered office is:

**P.O. Drawer 2428
Hickory, NC 28603
(Catawba County)**

6. The name and address of the incorporator is as follows:

**Jimmy R. Summerlin, Jr.
P.O. Drawer 2428
Hickory, NC 28603**

7. The street address and county of the principal office of the Corporation is:

**400 Second Avenue, NW
Hickory, NC 28601
(Catawba County)**

8. The mailing address of the principal office is:

**P.O. Drawer 2428
Hickory, NC 28603**

9. The Corporation shall have members.

10. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets and property of the Corporation by distribution to one or more existing

organization(s) of like nature organized and operated exclusively for charitable, educational, scientific, or literary purposes, if exempt within the meaning of Section 501(c)(3) at the time of dissolution. If the organization(s) are not exempt within the meaning of the Section 501(c)(3) of the Code, or may be unwilling or unable to accept the assets, then assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

11. The Corporation is organized and will be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Laws (hereinafter the "Code" and the corresponding provisions of any future United States Internal Revenue Laws shall collectively be referred to as the "Code"). Within those limitations, the Corporation shall have the following powers and authority:
 - a. To engage in fund-raising activities and to accept gifts and contributions in any form and of any property, including, without limitation, both real and personal property, to be used for the purposes of the Corporation set forth above; and
 - b. To apply for and secure financial grants from public and private sources for furtherance of the purposes of the Corporation; and
 - c. To create and manage an endowment fund for the purposes of the Corporation set forth above; and
 - d. To make distributions in any form and of any property, including, without limitation, both real and personal property for the purposes of the Corporation set forth above; and
 - e. To undertake any activity whatsoever that is in furtherance, directly or indirectly, of the purposes of the Corporation set forth above; and
 - f. To exercise any and all powers that may be conferred upon non-profit corporations under Chapter 55A of the North Carolina General Statutes or any corresponding provisions of any future North Carolina General Statutes in furtherance of the purposes of the Corporation; and
 - g. To take any and all action necessary and appropriate to qualify the Corporation as exempt under Section 501(c)(3) of the Code; and
 - h. To operate as a member entity of the North Carolina Friends of State Parks for purposes of Section 501(c)(3) certification and to pay any required membership fee until such time as the Corporation shall obtain its own Section 501(c)(3) certification.

Provided, however, and notwithstanding any power or authority set forth above in this Article, the Corporation shall have the power and authority to engage only in activities that meet each of the following requirements:

- a. Such activities are exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code; and

- b. Such activities are not broader than those activities that may be undertaken by a non-profit corporation pursuant to Chapter 55A of the North Carolina General Statutes, or any corresponding provisions of any future North Carolina General Statutes.
12. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on a propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
13. No Officer or Director of the Corporation shall be liable to the Corporation or its Members for monetary damages for an act or omission in such person's capacity as an Officer or Director, except as provided in the General Statutes of North Carolina for (i) acts or omissions which an Officer or Director knew at the time of the acts or omissions were clearly in conflict with the interests of the Corporation, (ii) any transaction from which an Officer or Director derived an improper personal benefit, or (iii) acts or omissions occurring prior to the date this provision becomes effective. If the General Statutes of North Carolina are amended to authorize action further eliminating or limiting the liability of an Officer or Director of the Corporation, liability shall be eliminated or limited to the fullest extent permitted by the General Statutes of North Carolina as so amended. Any repeal or modification of this section shall not adversely affect the right for protection of an Officer or Director existing at the time of such repeal or modification.
14. The Corporation shall indemnify the Officers and Directors to the fullest extent permitted or required by the General Statutes of North Carolina, as amended from time to time, and the Corporation may advance expenses incurred by the Officer(s) or Director(s) upon the approval of the Board of Directors and the receipt by the Corporation of an undertaking by such Officer or Director to reimburse the Corporation unless it shall ultimately be determined that such Officer or Director is entitled to be indemnified by the Corporation against such expenses. The Corporation may also indemnify its employees and other representatives or agents up to the fullest extent permitted under the General Statutes of North Carolina or other applicable law, provided that the indemnification in each situation is first approved by Board of Directors.
15. These Articles shall be effective upon filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 18th day of May, 2009.


 Jimmy R. Summerlin, Jr.
 Incorporator