



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

UNC NROTC ALUMNI ASSOCIATION

the original of which was filed in this office on the 17th day of December, 1998.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of June, 2016.

Elaine F. Marshall

Secretary of State

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ARTICLES OF INCORPORATION
OF
UNC NROTC Alumni Association

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ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

The undersigned, being of the age of eighteen years or more, does hereby acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the North Carolina General Statutes, entitled "North Carolina Nonprofit Corporation Act", and the several amendments thereto, and to that end does hereby set forth:

- (1) The name of the corporation is UNC NROTC Alumni Association.
- (2) The corporation is a charitable corporation.
- (3) The period of duration of the corporation shall be perpetual.
- (4) The objects and purposes for which this corporation is organized are:

A. Exclusively for charitable and educational purposes of promoting the welfare of the Naval Reserve Officer Training Corps program at the University of North Carolina at Chapel Hill. The UNC NROTC Alumni Association shall be a service organization of the NROTC Unit at the University of North Carolina and shall be affiliated with the university's General Alumni Association.

B. In this role the association shall promote the interest of the NROTC Program at the University of North Carolina and specifically the NROTC Unit in the following manners:

1. Encourage fellowship among the graduates of the university and members of the association, through the periodic publication of a newsletter, and other projects which the board may from time to time prescribe.
2. Assist the NROTC Unit recruiting effort by providing current and prospective students with information about opportunities offered through the NROTC program at the University of North Carolina at Chapel Hill.
3. Research, preserve, and physically display items of historic significance and tradition shared by the university and the U.S. Naval Service.
4. Establish a speakers bureau and information resource to other organizations, as required.

5. Endow awards, scholarships, and other activities in furtherance of educational objectives of the NROTC program, which the board may from time to time establish.

C. 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.

D. 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 Article. 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.

(5) The corporation shall have no capital stock.

(6) The corporation shall have members as classified by its Bylaws.

(7) The street address of the initial registered office and principal office of the corporation is Naval Armory, South Columbia Street & South Road, Chapel Hill, Orange County, North Carolina. The mailing address of the initial registered office and principal office of the corporation is UNC Campus Box 3325, Chapel Hill, NC 27599-3325. The initial registered agent of the corporation at this address is Donald R. Ledford.

(8) 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.

(9) The affairs of the corporation shall be managed by a Board of Directors. The number and qualifications of the Directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the Bylaws.

(10) The name and address of the Incorporator is as follows:

Dr. Laird W. Lewis, Jr.
1220 Larkridge Court
Waxhaw, NC 28173-8514

(11) 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.


Incorporator LAIRD W. LEWIS, JR.

STATE OF NORTH CAROLINA

COUNTY OF Mecklenburg

THIS IS TO CERTIFY, that on the 14th day of December, 1998, before me, a Notary Public, personally appeared Dr. Laird Lewis, Jr. who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to Laird the contents thereof, Laird did acknowledge that Laird signed and delivered the same as Laird 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 14 day of Dec, 1998.

Jeresa L. Treacy
Notary Public

My Commission Expires: 2/27/2000

My Commission Expires February 27, 2000