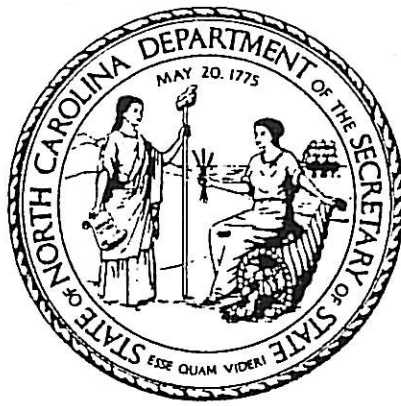


STATE OF
NORTH
CAROLINA



Date of original
incorporation -
10/10/67 - sa
last page

Department of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of
North Carolina, do hereby certify the following and
hereto attached (5 sheets) to be a true copy of

ARTICLES OF INCORPORATION

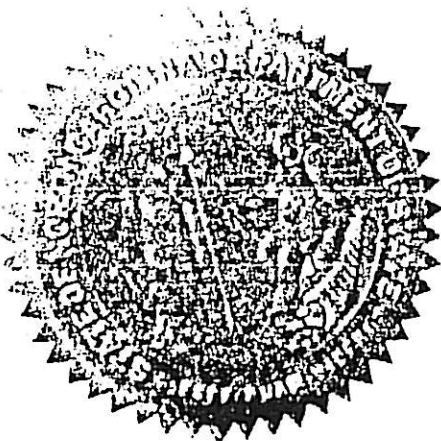
OF

EAST CAROLINA UNIVERSITY 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.

Done in Office, at Raleigh, this 19th day
of December in the year of our Lord 1978.



Secretary of State

By Deputy Secretary of State

1033

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THOMAS EDGEM
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
EAST CAROLINA UNIVERSITY FOUNDATION, INC.

A Non-Profit Corporation

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is East Carolina University Foundation, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are to aid, strengthen and further in every proper and useful way the work and services of East Carolina University, and to develop and utilize the ties of interest, sympathy and affection existing between the University and its alumni and friends throughout the State and Nation.

The corporation is organized and shall be operated exclusively for the educational purposes set forth in the preceding paragraph, and in furtherance thereof it is authorized to accept, hold, administer, invest and disburse such funds and properties or any kind of character as may from time to time be given to it by persons or corporations, absolutely or in trust, as the case may be, and in general do all things that may appear necessary and useful in accomplishing these purposes. All of the assets and earnings of the corporation shall be used exclusively for educational purposes as hereinabove set forth, including the payment of expenses necessarily incident thereto, and no part of such assets and earnings shall inure to the benefit of any employee, officer or member of the corporation, or of any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred. No part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

In the event of dissolution all remaining assets of the corporation shall be transferred to the Board of Trustees of East Carolina University, or its successor.

4. The corporation is to have the following class or classes of members: The membership of the corporation shall be composed of twenty (20) members. The original incorporators shall be the first members. Existing members may from time to time fill vacancies caused by the regular ending of member's term, death, resignation or other causes. No act of the corporation in electing any member within the prescribed limits shall be void because at the time of such election the number of members of the corporation was less than twenty (20).

The membership of the corporation shall at all times include the following:

- (1) The President of East Carolina University.
- (2) The Vice President and Business Manager of East Carolina University.
- (3) The Chairman of the Board of Trustees of East Carolina University.
- (4) Three members to be elected from the Board of Trustees in addition to the Chairman.
- (5) Fourteen (14) members to be elected from other friends of East Carolina University, by the members of the corporation.

5. Directors of the corporation shall be elected in the following manner: The members of the corporation shall elect the Directors.

6. The address of the initial registered office of the corporation is as follows: East Carolina University, Greenville, North Carolina, Pitt County.

7. The name of the initial registered agent of the corporation at the above address is F. D. Duncan .

8. The number of Directors constituting the initial Board of Directors shall be seven (7) and the names and addresses of the persons who are to serve as Directors until the first meeting of the corporation or until their successors are elected and qualified are:

Leo W. Jenkins

East Carolina University

Greenville, N. C.

F. D. Duncan	East Carolina University	Greenville, N. C.
Robert B. Morgan	Post Office Drawer 966	Lillington, N. C.
Troy B. Dodson	221 Cotanche Street	Greenville, N. C.
David J. Whichard, II	209 Cotanche Street	Greenville, N. C.
W. C. Monk	A.C. Monk & Co.	Farmville, N.C.
John F. Minges	1807 Dickinson Ave.	Greenville, N.C.

9. The names and addresses of all the incorporators are:

Leo W. Jenkins	East Carolina University	Greenville, N. C.
F. D. Duncan	East Carolina University	Greenville, N. C.
Robert B. Morgan	Post Office Drawer 966	Lillington, N. C.
Troy B. Dodson	221 Cotanche Street	Greenville, N. C.
David J. Whichard, II	209 Cotanche Street	Greenville, N. C.
W. C. Monk	A.C. Monk & Co.	Farmville, N.C.
John F. Minges	1807 Dickinson Ave.	Greenville, N.C.

10. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to , and it shall be its duty, to hold and apply the corpus and income of any donation, grant, devise or bequest, or any part thereof, in such manner as may have been stipulated or provided in the instrument creating such donation, grant, devise or bequest. Unless otherwise specifically provided in such instrument, the corporation shall have authority to sell, mortgage, pledge, lease or exchange all or any part of the real or personal property or funds of the corporation, at such prices and upon such terms and conditions as it may deem best, and may invest and reinvest its funds in any such loans or securities, or in any such real or personal property, as it may deem suitable for the investment of trust funds, although such investments are not approved as investments for trustees under the laws of North Carolina.

The corporation shall have full power and authority to purchase, lease, accept as a gift, bequest or devise, or otherwise acquire, any real or personal property to be

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held, administered or used in any way whatsoever for the benefit of East Carolina University or to assist the University in the fulfillment of its educational purposes; and to that end the corporation shall have full power and authority to hold, own, control, handle, administer or operate any such real or personal property, including the operation of any business connected with or incident to the ownership or control of such property, and to sell, lease, pledge, mortgage, exchange or otherwise dispose of any such property at such prices and upon such terms and conditions as it may deem best.

II. The affairs and business of the corporation shall be conducted by a Board of Directors which shall consist of eleven (11) members of the corporation. The first members of the Board of Directors shall be elected at a meeting of the members of the corporation to be held within sixty days of the issuance of the corporation charter, and their successors shall be elected at the annual meeting of the members of the corporation which shall be held at a time to be specified in the by-laws.

The terms of office of the members of the Board shall be prescribed in the by-laws, and shall be arranged so that one term of office shall expire each year, except that of the President of East Carolina University which shall be a continuing term so long as he shall hold said office of President. In the event of a vacancy on the Board by reason of the regular ending of a member's term, death, resignation or otherwise, the Board shall have authority to fill the vacancy by appointment for the new or unexpired term.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 16th day of October, A. D., 1967.

David J. Wheeler II

Fred B. Dodson

W@Woods

John F. Minard

Leo W. Jenkins

Robert B. Morgan

F. D. Duncan

STATE OF NORTH CAROLINA

COUNTY OF Pitt

This is to certify that on the 16 day of October, A.D. 1967,

before me, a Notary Public, personally appeared Leo W. Jenkins, F. D. Duncan, Robert B. Morgan, Troy B. Dodson, David J. Whichard II, W. C. Monk, and John T. Minges .

who, I am satisfied, are the persons named in and who executed the foregoing Article of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed 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 official seal, this the

16 day of October, A.D., 1967.

My Commission Expires: July 20, 1969.

Dorothy J. Stewart
Notary Public

STATE OF NORTH CAROLINA - County of Harnett

This is to certify that on the 9th day of October, 1967, before me, a Notary Public, personally appeared Robert B. Morgan who, I am satisfied, is the person named in and who executed the foregoing Article of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed 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 official seal, this the 9th day of October, 1967.

Sarah Elizabeth Stewart
Notary Public

My Commission Expires: 2-4-68

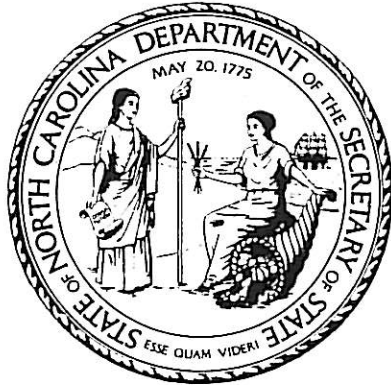
RECEIVED PITT CO., N. C.
REGISTER OF DEEDS

Quinn J. Allred

DEC 21 1 55 PM '78

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State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (2 sheets) to be a true copy of

ARTICLES OF AMENDMENT

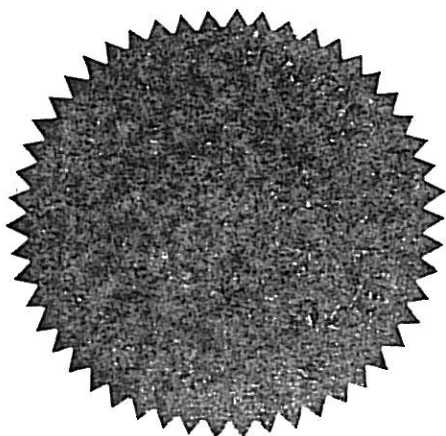
OF


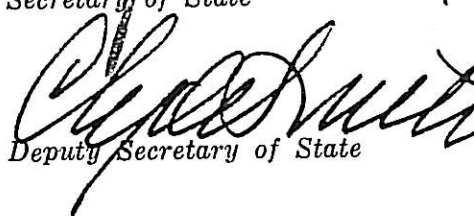
EAST CAROLINA UNIVERSITY FOUNDATION, INC.

and the probates thereon, the original of which was filed in this office on the 25th day of March, 19 80, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 25th **day**
of March **in the year of our Lord 19 80.**




Secretary of State
By 
Deputy Secretary of State

266541

FILED

ARTICLES OF AMENDMENT

MAR 25 10 08 AM '80

TO THE CHARTER OF

East Carolina University Foundation, Inc.

SECRETARY OF STATE
NORTH CAROLINA

(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

I

Name of the corporation East Carolina University Foundation, Inc.

II

At a regularly convened meeting of the ~~directors~~ members (strike word inapplicable) of the corporation held on the 6th day of February, A. D. 1980, the following amendment to the articles of incorporation was adopted:

See attached copy of the amendments.

III

(Strike inapplicable paragraph)

~~There are no members of the corporation having voting rights. The above amendment received the affirmative vote of a majority of the directors in office.~~

or

The corporation has members with voting rights. A quorum was present at the meeting held on the above date; and the said amendment received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meetings.

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 13th day of March, A. D. 1980.

By: *John F. Minges* President
Donald L. Lemish Secretary

STATE OF NORTH CAROLINA

COUNTY OF PITT

This is to certify that on this the 13th day of March, A. D. 1980, personally appeared before me John F. Minges and Donald L. Lemish, each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are true and correct.

Orne F. Courard
Notary Public

My Commission expires: 7-2-81

Amendments

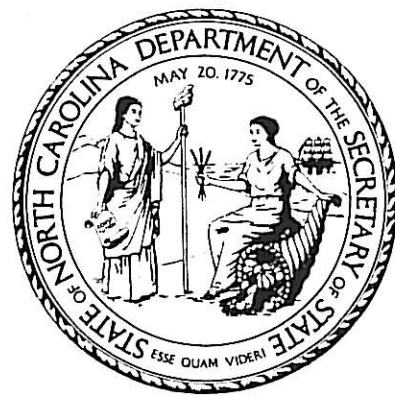
The following Amendments to the Articles of Incorporation of the East Carolina University Foundation, Inc., were unanimously adopted by the members at the annual meeting of the membership, February 6th, 1980.

- Art. 4, Line 2 - Delete the sentence, "The membership of the Corporation shall be composed of twenty (20) members" and add the sentence, "The membership of the Corporation shall be determined by the Bylaws as adopted or amended by the Board of Directors."
- Line 7 - Delete the word "twenty" and the number "(20)" and add the words "prescribed in the bylaws."
- (1) - Delete the word, "President" and add the word, "Chancellor".
- (2) - Delete the words, "The Vice President and Business Manager" and add the words, "The Vice Chancellor for Business Affairs."
- (5) - Delete the word, "Fourteen" and the number "(14)" and add the word "Additional".
- Art. 11, Line 2 - After the second word "of" delete the word "eleven" and add the word "twenty-four" and delete the number "(11)" and add the number "24".
- Line 9 - Delete the word "President" and add the word, "Chancellor".
- Line 10- After the word "of" delete the word "President" and add the word, "Chancellor".

RECEIVED PITT CO., N. C.
REGISTER OF DEEDS

Elmer J. Allred

APR 4 2 24 PM '80



**State
of
North Carolina**

NOTICE

The issuance of a corporate charter to any domestic corporation or a certificate of authority to any foreign corporation does not authorize the use in this State of the corporate name in violation of the rights of any third party under the Federal Trademarks Act, the Trademark Act of this State, a trade name or the common law; and the issuance of such charter or certificate will not be a defense to an action for violation of any such rights.

Certified Copy
from
The Department of The
Secretary of State
to be Recorded
with the
Register of Deeds
of County of
Registered Office

9231
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4-4-80

5.00
clw

Return to
David Stevens
109 Spilman
E C U
Greenville N.C.