

ARTICLES OF INCORPORATION
OF
CHARLOTTE SISTER CITIES COMMITTEE

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SECRETARY OF STATE
CHARLOTTE, NORTH CAROLINA

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 nonprofit corporation under and by virtue of the laws of the State of North Carolina:

1. The name of the corporation is Charlotte Sister Cities Committee.

2. The period of duration of the corporation is perpetual.

3. The objects and purposes for which this corporation is established shall not be changed and shall be exclusively educational and charitable and for no other purposes:

(a) To cause the people of the City of Charlotte, and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.

(b) To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Charlotte and the people of similar cities of other nations.

(c) To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.

(d) To research and propose to Charlotte City Council additional foreign affiliates for the City of Charlotte.

(e) To perform any other lawful activities that are approved by the Board of Directors, provided that the corporation shall not in any way, directly or indirectly engage in the carrying on of propaganda or otherwise attempt to influence legislation, or perform any other activity not consistent with Section 501(c)(3) of the Internal Revenue Code of 1986.

4. The corporation shall have the power available to nonprofit corporations organized pursuant to Chapter 55A of the North Carolina General Statutes to do all lawful acts consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 that are necessary or desirable to carry out its purposes. Without limiting the foregoing, the corporation shall have power:

(a) To have perpetual succession by its corporate name;

(b) To sue and be sued, complain and defend, in its corporate name;

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(d) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;

(e) To make and alter bylaws, not inconsistent with its charter or with the laws of this State, for the administration and regulation of the affairs of the corporation;

(f) To make donations for the public welfare or for charitable, scientific, or educational purposes incident to and tending to advance the stated purposes of this corporation;

(g) To provide by bylaw, agreement, vote of board of directors or members, or otherwise, for indemnification of any director or officer or former director or officer of the corporation or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty;

(h) To cease its corporate activities and to surrender its corporate franchise;

(i) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(j) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(k) To acquire, by purchase, subscription, gift, will or otherwise, and to own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic or foreign business corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any governments, state, territory, governmental district or municipality or of any instrumentality thereof;

(l) To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

(m) To procure for its benefit insurance on the life or physical or mental ability of any employee, including any officer, any sponsor, contributor, student or former student, whose death or disability might cause financial loss to the corporation, and to this end the corporation has an insurable interest in the lives of each of such persons;

(n) To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(o) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

5. The corporation shall have members which may be divided into classes with rights (including the right to vote or not to vote) as shall be provided in the Bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the Bylaws.

6. The directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws.

7. The corporation shall be operated exclusively for the purposes set forth in Article 3 hereof. No part of the net earnings of the corporation shall inure to the benefit of any officer, director or member of the corporation; and upon dissolution of the corporation, the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any association or associations organized for purposes similar to those set forth in Article 3 hereof and otherwise exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, all as more particularly provided in the Bylaws.

8. The address of the initial registered office of the corporation in the State of North Carolina is 1900 Independence Center, 101 North Tryon Street, Charlotte, Mecklenburg County, North Carolina 28246; and the name of the initial registered agent at such address is Robert M. Bryan.

9. 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 the initial board are:

<u>Name</u>	<u>Address</u>
Manuel Zapata	422 S. Church Street, Charlotte, N.C. 28242
Margaret Palmer	7512 Baltusrol Lane, Charlotte, N.C. 28210
Jerry Licari	1800 First Union Plaza, Charlotte, N.C. 28282
Robert M. Bryan	1900 Independence Center, Charlotte, N.C. 28246
MarDee Baker	1800 First Union Plaza, Charlotte, N.C. 28282
Katheryne Painton-Schrell	1100 Independence Center, Charlotte, N.C. 28246
SuzAnn Wheatley	322 Hawthorne Lane, Charlotte, N.C. 28204

The initial board of directors shall serve until such time as a board of directors shall be elected or appointed pursuant to the Bylaws.

10. The name and address of the incorporator are Robert M. Bryan, 1900 Independence Center, 101 North Tryon Street, Charlotte, North Carolina 28246.

CORPORATION
BOOK

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19th IN WITNESS WHEREOF, I have hereunto set my hand this
day of June, 1987.

Robert M Bryan
Robert M. Bryan

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STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Terri B. Killian, a Notary Public, do hereby certify that Robert M. Bryan personally appeared before me this 18th day of June, 1987, and acknowledged the due execution of the foregoing Articles of Incorporation.

Terri B. Killian
Notary Public

My Commission Expires:

1-15-88

[Notarial Seal]