

C201231800529

State of North Carolina  
Department of the Secretary of State

ARTICLES OF RESTATEMENT  
NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Restatement for the purpose of amending and restating its Articles of Incorporation.

1. The name of the corporation is Mecklenburg Bar Foundation.
2. The text of each amendment adopted is as follows (*state below or attach*):

See Exhibit A attached.

3. The date of adoption of each amendment was as follows:

The amendment was approved on October 12, 2012.

4. (*Check a, b, and/or c, as applicable*)

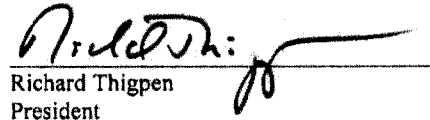
- a.  The amendment was approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because there are no members with the right to approve such amendments.
- b.  The amendment(s) was (were) approved by the members as required by Chapter 55A.
- c.  Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing.

This the 27<sup>th</sup> day of November, 2012.

MECKLENBURG BAR FOUNDATION

By:

  
Richard Thigpen  
President

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MECKLENBURG BAR FOUNDATION**

1. The name of the corporation is Mecklenburg Bar Foundation.
2. The corporation shall be a charitable corporation within the meaning of Section 55A-1-40(4) of the General Statutes of North Carolina.
3. The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding United States Internal Revenue Law (the "Code"), including, without limitation, to advance public understanding and respect for the rule of law and the role of the legal profession; to promote the highest ideals of professionalism, public service, and access to the legal system; and to support the charitable and educational goals of the Mecklenburg County Bar.
  - (a) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.
  - (b) 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 its tax-exempt purposes.
  - (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
4. The corporation shall have no members. The method of election of the directors is set forth in the bylaws of the corporation.
5. The period of existence of the corporation is unlimited.
6. The address of the registered office of the corporation in the State of North Carolina is 438 Queens Road, Charlotte, North Carolina 28207; and the name of its registered agent at such address is Nancy M. Roberson.
7. The street address and mailing address of the principal office of the corporation are 438 Queens Road, Charlotte, North Carolina 28207, which principal office is located in Mecklenburg County.

8. To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to these Amended and Restated Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

9. In the event of the termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation to the Twenty-Sixth Judicial District of North Carolina, or its legal successor, to be used exclusively for public purposes, or in whole or in part to one or more organizations exempt under Section 501(c)(3) of the Code as designated by the directors, to be used exclusively for purposes consistent with the charitable and educational purposes of the corporation.

10. Except as otherwise provided herein, these Amended and Restated Articles of Incorporation may be amended or repealed and new or amended Articles of Incorporation may be adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the board of directors at which a quorum is present, provided that at least ten days' written notice is given of intention to alter, amend, repeal or adopt new Articles of Incorporation at such meeting.