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JUL 6 12 28 PM '74 ARTICLES OF INCORPORATION

THAD EURE OF  
SECRETARY OF STATE  
DIALECTIC AND PHILANTHROPIC SOCIETIES FOUNDATION, INC.

A NON-PROFIT CORPORATION

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator 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 Dialectic and Philanthropic Societies Foundation, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are to operate exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954; and in carrying out such purposes, the corporation shall endeavor to preserve, maintain, restore and enhance those literary, historical and artistic properties which are entrusted to it by the Dialectic and Philanthropic Societies of the University of North Carolina at Chapel Hill.

The corporation shall serve as a non-profit organization for the sole purpose of soliciting, accepting and receiving funds from any and all public and private sources and shall use these funds solely for the purposes hereinabove set out.

In order to properly prosecute the objects and purposes set forth hereinabove, the corporation shall have full power and authority to take and hold by bequest, devise, gift, grant, purchase,

lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the bylaws of the corporation, or any laws applicable thereto. The corporation shall have the full power and authority to do any other act or thing incidental to or connected with the foregoing purposes in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers, or members, except as permitted by the provisions of Chapter 55A of the General Statutes of North Carolina and the several amendments thereto.

The corporation shall have no power to declare dividends, and no part of its net earnings shall enure to the benefit of any member, director, or officer of the corporation, or to any individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, director or officer of the corporation, or any individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

4. The corporation shall have no capital stock.

5. The corporation may have members, which may be divided into such classes as shall be provided in the bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the bylaws.

6. Directors of the corporation shall be elected in the manner provided for in the bylaws.

7. The address of the initial registered office of the corporation is as follows: 33 West Davie Street, Raleigh, Wake County, North Carolina 27602. The name of the initial registered agent of the corporation at the above address is Charles B. Neely, Jr.

8. The principal office of the corporation shall be located in the New West Building, University of North Carolina, Chapel Hill, Orange County, North Carolina 27514.

9. The number of persons constituting the Board of Directors shall be as specified in the corporation's bylaws from time to time. The initial Board of Directors shall consist of four (4) persons, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
George T. Blackburn	1408 Burning Tree Drive Chapel Hill, North Carolina 27514
John Greenbacker	3819 VanNess, N.W. Washington, D.C. 20016
Charles B. Neely, Jr.	33 West Davie Street Raleigh, North Carolina 27602
Don T. Wilson	2159 Rayburn Building Washington, D.C. 20515

Each member of the initial Board of Directors shall serve until the first meeting of the corporation or until their successors are elected and qualified in the manner and for the terms provided in the bylaws of the corporation.

10. The name and address of the incorporator is:  
Charles B. Neely, Jr., 33 West Davie Street, P. O. Box 829,  
Raleigh, Wake County, North Carolina 27602.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this the 8th day of July, 1974.

  
\_\_\_\_\_  
Charles B. Neely, Jr. (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF WAKE

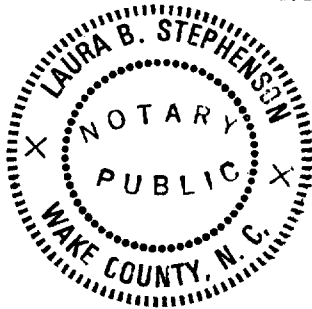
This is to certify that on the 8<sup>th</sup> day of July, 1974 before me, a Notary Public, personally appeared Charles B. Neely, Jr. who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the use and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 8<sup>th</sup> day of July, 1974.

Laura B. Stephenson  
Notary Public

My commission expires:

December 12, 1976



FILED

ARTICLES OF AMENDMENT

DEC 23 11 31 AM '75

TO THE CHARTER OF

DIALECTIC AND PHILANTHROPIC SOCIETIES FOUNDATION, INC.

SECRETARY OF STATE  
SOUTH CAROLINA

The undersigned non-profit corporation hereby executes these articles of amendment, pursuant to the provisions set forth in N.C.G.S. 55A-34 et seq., for the purpose of amending its charter:

1. The name of the corporation is Dialectic and Philanthropic Societies Foundation, Inc.

2. The following amendment to the charter of the corporation was adopted by its Board of Directors on the 4th day of December, 1975, in the manner prescribed by law:


"The first paragraph of Article III of the charter of the corporation is amended to read as follows:

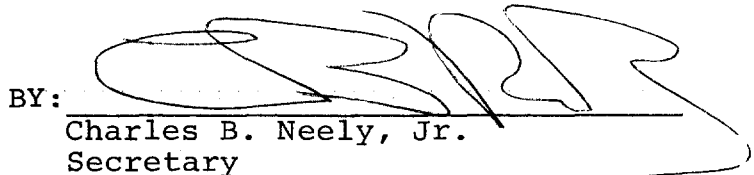
"The purposes for which the corporation is organized are to operate exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954; and in carrying out such purposes, the corporation shall endeavor to preserve, maintain, restore and enhance those literary, historical and artistic properties which are entrusted to it by the Dialectic and Philanthropic Societies of the University of North Carolina at Chapel Hill and from time to time to acquire such permanent additions thereto as shall comport with the established nature of the archives, art collection, and other properties entrusted to this Foundation."

3. There are no members of the Foundation. The foregoing amendment to the charter received the vote of a majority of the directors in office.

IN WITNESS WHEREOF, these articles are signed by the President and Secretary of the corporation this 11th day of December, 1975.

DIALECTIC AND PHILANTHROPIC SOCIETIES FOUNDATION, INC.

BY:   
George T. Blackburn, II  
President

BY:   
Charles B. Neely, Jr.  
Secretary

STATE OF NORTH CAROLINA

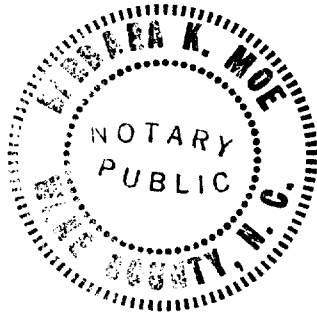
COUNTY OF WAKE

I, Barbara K. Moe, a Notary Public, hereby certify that on this the 23<sup>rd</sup> day of December, 1975 personally appeared before me Charles B. Neely, Jr. who being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements contained therein are true.

Barbara K. Moe  
Notary Public

My commission expires:

4/10/79



STATE OF NORTH CAROLINA

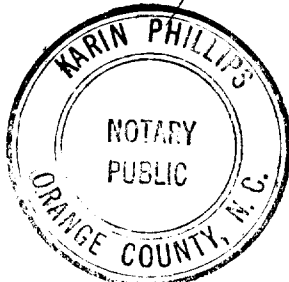
COUNTY OF ORANGE

I, Karin Phillips, a Notary Public, hereby certify that on this the 16<sup>th</sup> day of December, 1975 personally appeared before me George T. Blackburn II who being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements contained therein are true.

Karin Phillips  
Notary Public

My commission expires:

10/29/79



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MAR 15 1994

ARTICLES OF AMENDMENT

TO THE CHARTER OF

DIALECTIC AND PHILANTHROPIC SOCIETIES FOUNDATION

EFFECTIVE

RUFO L. EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned non-profit corporation hereby executes these articles of amendment, pursuant to the provisions set forth in N.C.G.S. 55A-34 et seq., for the purpose of amending its charter:

1. The name of the corporation is Dialectic and Philanthropic Societies Foundation, Inc.

2. The following amendment to the charter of the corporation was adopted by its Board of Directors on the 5th day of February, 1994, in the manner prescribed by law:

"The first paragraph of Article III of the charter of the corporation is amended to read as follows:

"The purposes for which the corporation is organized are to operate exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and in carrying out such purposes, the corporation shall endeavor to preserve, maintain, restore and enhance those literary, historical and artistic properties which are entrusted to it by the Dialectic and Philanthropic Societies of the University of North Carolina at Chapel Hill; from time to time to acquire such permanent additions thereto as shall comport with the established nature of the archives, art collection, and other properties entrusted to this Foundation; and generally to support the activities of the Dialectic and Philanthropic Societies of the University of North Carolina at Chapel Hill so long as those activities are not in contravention of any of the terms of this charter."

3. There are no members of the Foundation. The foregoing amendment to the charter received the vote of the majority of the directors in office.



IN WITNESS WHEREOF, these articles of amendment are signed by the President and Secretary of the corporation this 8<sup>th</sup> day of February, 1994.

DIALECTIC AND PHILANTHROPIC SOCIETIES FOUNDATION, INC.

By: George Wayne Goodwin  
President

ATTEST:

Edward L. Hawk  
Secretary

STATE OF NORTH CAROLINA  
COUNTY OF RICHMOND

I, Debbie H. Capps, a Notary Public, hereby certify that on this the 8<sup>th</sup> day of February, 1994 personally appeared before me George Wayne Goodwin who being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements contained therein are true.

Debbie H. Capps  
Notary Public

My commission expires:  
March 20, 1998

STATE OF NORTH CAROLINA

COUNTY OF HENDERSON

I, Sheila C. Hoots, a Notary Public, hereby certify that on this the 8th day of March, 1994 personally appeared before me Edward L. Harrelson who being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements contained therein are true.

Sheila C. Hoots  
Notary Public

My commission expires:

July 5, 1998