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SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF

FRIENDS OF THE BATTLESHIP NORTH CAROLINA, 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 Friends of The Battleship North Carolina, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are:
 - A. To foster and promote the growth, progress and general welfare of the U. S. S. North Carolina Battleship Memorial, at Wilmington.
 - B. To assist the U. S. S. North Carolina Battleship Memorial in the execution of its programs and the meeting of its goals, as specified in program plans developed by the Battleship Memorial and as specified in the pertinent sections of the General Statutes of North Carolina, including G.S. 143B-73 and G.S. 143B-74.
 - C. To work cooperatively with the State of North Carolina and The Department of Cultural Resources and other organizations and individuals in promoting the purposes described in these articles.

The corporation is organized and shall be operated exclusively for the purposes set forth herein, and in furtherance thereof it is authorized to accept, hold, administer, invest and disburse such funds and properties of any kind or character as may from time to time be given to it, 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 the purposes as herein 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 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 propoganda or otherwise attempting to influence legislation unrelated to its purposes in North Carolina.

The corporation shall not participate in any political campaign whatsoever on behalf of any candidate for public office.

The corporation is organized to pursue any lawful purposes of a substantial nature which would serve to further its purposes, but only such purposes as would qualify for exempt status under State and Federal revenue laws.

4. The corporation is to have members which may be divided in such classes as provided in the Bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the Bylaws.

5. Directors of the corporation shall be elected in the following manner: Directors of the corporation shall be elected in the manner prescribed by the by-laws of the corporation and the number of directors shall not be less than three (3) nor more than twenty-one (21).

The address of the initial registered office of the corporation is as follows:

303 West Martin Street
Raleigh, North Carolina 27601
Wake County

The name of the initial registered agent of the corporation at the above address is Stephen W. Merritt.

7. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

NAME	ADDRESS
David W. Carnell	322 Pages Creek Drive Wilmington, NC 28403
Robert R. Ruffner, Jr.	P.O. Box 4189 , Wilmington, NC 28402
George W. Lennon	3821 Yadkin Drive Raleigh, NC 27608
Frank S. Conlon	P.O. Box 417 , Wilmington, NC 28402

The names and addresses of all the incorporators are:

NAME	ADDRESS
David W. Carnell	322 Pages Creek Drive, Wilmington NC 28403
Robert F. Ruffner, Jr.	P.O. Box 4189 , Wilmington NC 28402
George W. Lennon	3821 Yadkin Drive, Raleigh, NC 27609

8. 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 the authority to sell, mortgage, pledge, lease or exchange all or any part of the real or personal property of 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.

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 held, administered or used in any way whatsoever for the benefit of the corporation in the furtherance of its purposes and to that end the corporation shall have the full power and authority to hold, own, control, handle, administer or operate any such real or personal property, and to sell, lease, pledge, mortgage, or otherwise dispose of any such property at such prices and upon such terms and conditions as it may deem best.

The corporation shall have the power to make donations for the public welfare, charitable or educational purposes.

9. The corporation shall have or issue no capital stock and shall be operated without profit. No part of the assets or income of the corporation shall be distributed to or inure to the benefit of any member, director, or officer of the corporation or any private individual; however, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

In the event of dissolution no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of the assets of the corporation, but such assets shall be donated, transferred, delivered and conveyed by the directors to the U. S. S. North Carolina Battleship Commission of the Department of Cultural Resources or to one or more organizations engaged in similar activities that have qualified under Section 501(c)(3) or corresponding provisions of the Internal Revenue Code and if qualified under Chapter 105, Sections 125 and 130.11 of the General Statutes of North Carolina.


10. When the books and affairs of the corporation are audited, a report shall be made to the Auditor of the State of North Carolina. All such reports shall be made available for public inspection.

11. The board of directors of this corporation shall have the power by a two-thirds vote of all directors and without assent or vote of the members to make, adopt, alter, amend, and rescind the bylaws of the corporation.

12. The board of directors shall invest the funds of the corporation in such manner as the board of directors in its sole discretion shall determine will best promote and serve the purposes of the corporation, without liability for loss except in the event of bad faith.

13. The board of directors of the corporation is authorized to establish committees under the provisions of G.S. 55A-23 by resolution adopted by a majority of the directors in office and may designate one or more committees, each of which shall consist of not less than two (2) directors which committee to the extent provided in such resolution and bylaws of the corporation shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility or liability imposed upon it or him by law.

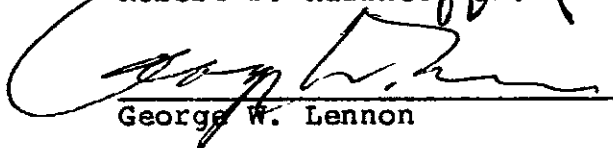
IN TESTIMONY WHEREOF, we have set our hands, this the 8 day of August, 1986 :



David W. Carnell



Robert F. Ruffner, Jr.



George W. Lennon

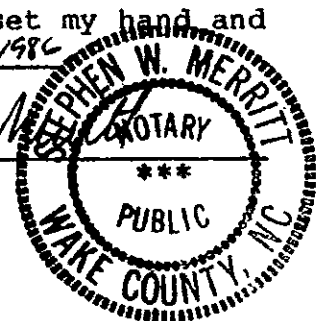
STATE OF NORTH CAROLINA
COUNTY OF ~~NEW HANOVER~~ WAKE

This is to certify that on the 8 day of August, 1986, David W. Carnell, Robert F. Ruffner, and George W. Lennon, personally appeared before me who, I am satisfied, are the persons named in and who executed the foregoing Articles 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 8 day of August, 1986



Notary Public



9-26-87

My Commission Expires:

DOCUMENT 440735
DATE 03/09/87 TIME 10:50
FILED
RECORDS AND CLERK
TREASURY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT TO THE CHARTER OF

Friends of the Battleship NORTH CAROLINA, Inc.

(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 Friends of the Battleship NORTH CAROLINA, Inc.

II

At a regularly convened meeting of the directors/~~members~~ (strike word inapplicable) of the corporation held on the 4th day of March, A. D. 1987, the following amendment to the articles of incorporation was adopted: The articles are amended by adding the following Sections 3D and 3E respectively:

- 3. D. Notwithstanding any other provision of these articles the purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational with the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- 3. E. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

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 6th day of March, A. D. 1987.

FRIENDS OF THE BATTLESHIP NORTH CAROLINA, INC

By: John R. Krohn President
David W. Carnell Secretary

STATE OF North Carolina
COUNTY OF New Hanover

This is to certify that on this the 6th day of March, A. D. 1987, personally appeared before me John R. Krohn and David W. Carnell, 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.

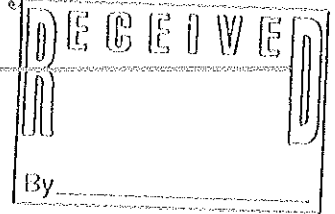
Catherine M. Pope
Notary Public

My Commission expires: 2-20-88



NORTH CAROLINA

Department of The Secretary of State



To all whom these presents shall come, Greetings:

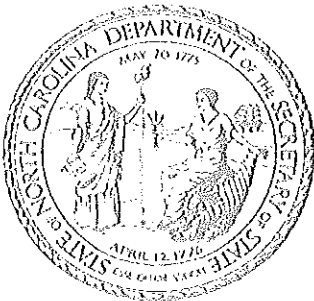
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

CHANGE OF PRINCIPAL OFFICE ADDRESS

OF

FRIENDS OF THE BATTLESHIP NORTH CAROLINA, INC.

the original of which was filed in this office on the 4th day of April, 2012.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of April, 2012

Elaine F. Marshall

Secretary of State

SOSID: 0193907
Date Filed: 4/4/2012 3:59:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C201209300381

State of North Carolina
Department of the Secretary of State

NONPROFIT CORPORATION'S STATEMENT OF CHANGE OF PRINCIPAL OFFICE

Pursuant to §55A-16-23(b) of the General Statutes of North Carolina, the undersigned nonprofit corporation does hereby submit the following for the purpose of changing its principal office address currently on file with the Secretary of State.

INFORMATION CURRENTLY ON FILE

The name of the corporation is: Friends of the Battleship NORTH CAROLINA Inc.

The street address and county of the principal office of the corporation currently on file is:

Number and Street: 303 W. Martin Street

City, State, Zip Code: Raleigh, NC 27601 County: Wake

The mailing address *if different from the street address* of the principal office currently on file is:

NEW INFORMATION

1. The street address and county of the new principal office of the corporation is:

Number and Street: 1 Battleship Road

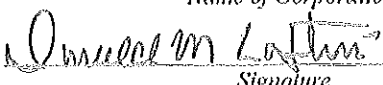
City, State, Zip Code: Wilmington, NC 28401 County: New Hanover

2. The mailing address *if different from the street address* of the new principal office is:

P.O. Box 480 Wilmington, NC 28402

3. This statement will be effective upon filing, unless a later date and/or time is specified: _____

This is the 20th day of March, 2012.

Friends of the Battleship NORTH CAROLINA
Name of Corporation

Signature
Donald M. Lofin, Treasurer
Type or Print Name and Title

NOTES:

1. Filing fee is \$5. This statement and one exact or conformed copy of it must be filed with the Secretary of State.

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

SOSID: 0193907
Date Filed: 8/17/2012 8:34:00 AM
Elaine F. Marshall
North Carolina Secretary of State

STATEMENT OF CHANGE OF REGISTERED
OFFICE AND/OR REGISTERED AGENT

C201220900794

Pursuant to §55D-31 of the General Statutes of North Carolina, the undersigned entity submits the following for the purpose of changing its registered office and/or registered agent in the State of North Carolina.

INFORMATION CURRENTLY ON FILE

The name of the entity is: Friends of the Battleship North Carolina, Inc.

Entity Type: Corporation, Foreign Corporation, Nonprofit Corporation, Foreign Nonprofit Corporation,
 Limited Liability Company, Foreign Limited Liability Company Limited Partnership, Foreign Limited Partnership,
 Limited Liability Partnership, Foreign Limited Liability Partnership

The street address and county of the entity's registered office currently on file is:

Number and Street: 303 W Martin St

City, State, Zip Code: Raleigh, NC 27601 County: Wake

The mailing address *if different from the street address* of the registered office currently on file is:

The name of the current registered agent is: Mr. Stephen W. Merritt

NEW INFORMATION

1. The street address and county of the new registered office of the entity is:
(complete this item only if the address of the registered office is being changed)

Number and Street: 1 Battleship Road

City, State, Zip Code: Wilmington, NC 28401 County: New Hanover

2. The mailing address *if different from the street address* of the new registered office is:
(complete this item only if the address of the registered office is being changed)
P.O. Box 480, Wilmington, NC 28402

3. The name of the new registered agent and the new agent's consent to appointment appears below:
(complete this item only if the name of the registered agent is being changed)

Mr. Donald M. Loftin
Type or Print Name of New Agent

Donald M. Loftin Treasurer
* Signature & Title

4. The address of the entity's registered office and the address of the business office of its registered agent, as changed, will be identical.

5. This statement will be effective upon filing, unless a date and/or time is specified: _____

This is the 13 day of August, 2012.

Friends of the Battleship North Carolina, Inc.
Entity Name

Donald M. Loftin
Signature
Donald M. Loftin, Treasurer
Type or Print Name and Title

Notes: Filing fee is \$5.00. This document must be filed with the Secretary of State.

* Instead of signing here, the new registered agent may sign a separate written consent to the appointment, which must be attached to this statement.