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Elaine F. Marshall
North Carolina Secretary of State

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## ARTICLES OF INCORPORATION OF NORTH CAROLINA HOUSE LEGISLATIVE PARTNERS, INC. A NONPROFIT CORPORATION

Pursuant to Section 55A-2-02 of the General Statutes of the State of North Carolina, the undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the laws of the State of North Carolina.

- 1. <u>Name.</u> The name of the corporation is North Carolina House Legislative Partners, Inc. ("Corporation").
- 2. <u>Membership Corporation.</u> The Corporation shall have members, which may be divided into one or more classes. The designation of the classes of members and the qualifications, rights and obligations of the members of each class shall be set forth in the by-laws of the Corporation
- 3. Initial Registered Office and Agent. The mailing address and street address of the initial registered office is 8510 Six Forks Road, Raleigh, North Carolina, 27615, located in Wake County. The name of the initial registered agent of the Corporation at the foregoing address is Roger W. Knight.
- 4. Principal Office. The mailing address and street address of the principal office of the Corporation is 8510 Six Forks Road, Suite 102, Raleigh, North Carolina, 27615, in Wake County.
- 5. <u>Incorporator.</u> The name and address of the incorporator is as follows: Roger W. Knight 8510 Six Forks Road, Suite 102 in Raleigh, NC 27615.
- 6. <u>Dissolution.</u> Upon dissolution of the Corporation, the assets thereof shall, after all liabilities and obligations of the Corporation have been paid, or adequate provision made therefor, be distributed pursuant to a plan of dissolution approved by the Corporation's board of directors pursuant to Section 55A-14-02 of the North Carolina Nonprofit Corporation Act. Such plan of dissolution shall provide that all liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor, and that the remainder of the Corporation's assets be distributed as follows:

  (1) assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and (2) other assets, if any, shall be distributed as provided in the plan of dissolution.
- 7. <u>Director Liability.</u> To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as is 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 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.

This the \_\_\_\_\_ day of January 2013

Røger W. Knight