

**ARTICLES OF INCORPORATION  
OF  
STOKESDALE PARKS & RECREATION  
A Non-Profit Corporation**

Pursuant to §55A-2-02 of the General Statutes 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. The name of the Corporation is STOKESDALE PARKS & RECREATION.
2. The period of duration of the Corporation shall be perpetual.
3. The purposes for which the Corporation is organized are:
  - (a) to provide social, civic, fraternal, recreational and educational facilities and opportunities for its members and guests; to promote any and all types and kinds of community projects, enterprises and amusements; to foster and encourage community development and improvements; and in general to foster, promote, encourage and participate in programs of every sort, type, kind and description designed to improve the recreational, civic, fraternal and social well-being of the community;
  - (b) to engage in any lawful activity, including, but not limited to, owning land, and creating and holding or preserving open space;
  - (c) to do such other acts and things as are authorized and permitted by Chapter 55A of the General Statutes of North Carolina and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Provided, however, that in all events and under all circumstances and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up the Corporation, voluntary or involuntary, or by operation of law, the following provisions shall apply:

- (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent (i) the Corporation from qualifying (and continuing to qualify) as a tax exempt corporation described in Section 501(c)(3) of the Code; (ii) contributions to it being deductible for federal income tax purposes; (iii) gifts, bequests, legacies and devises to it being deductible in computing the taxable estate of a decedent for federal estate tax purposes; or (iv) gifts or

contributions to it being deductible in computing taxable gifts for federal gift tax purposes.

(b) No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign for public office; nor shall it engage in any activities which are unlawful under the laws of the United States of America, the State of North Carolina or any other jurisdiction where such activities are carried on.

(c) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for purposes not exclusively religious, charitable, scientific or educational within the meaning of Section 501(c)(3) of the Code.

(d) No compensation or payment shall ever be made to any officer, director, trustee (including any corporate trustee), or organizer of the Corporation, or substantial contributor to it, except as reasonable allowance for actual expenditures or services actually made or rendered to or for the Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among such persons, firm or corporation; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall be used for, accrue to, or inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Code.

(e) In the event of termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of its remaining assets, if any, after the payment, discharge or satisfaction of all of its liabilities and obligations shall be distributed to (and only to) such one or more organizations selected by the Board of Directors which supports the purposes for which this Corporation was formed, to be used for purposes for which this Corporation was formed, which organization or organizations shall qualify under Section 501(c)(3) of the Code.

Further provided, however, that any references to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

4. The Corporation will have members with such designations, rights, powers, and privileges as provided in the bylaws.

5. The directors of the Corporation shall be elected as provided by the Bylaws.
6. The physical and mailing address of the principal office of the corporaiton is:

8401 Capri Drive  
Stokesdale, North Carolina 27357  
Stokes County

7. The address of the initial registered agent of the Corporation is:

1014 West Fifth Street  
Winston-Salem, Forsyth County, North Carolina 27101

and the name of the initial registered agent at such address is:

Norman L. Sloan, Esq.

8. The name and address of the incorporator is:

Norman L. Sloan, Esq.  
1014 West Fifth Street  
Winston-Salem, North Carolina 27101

9. 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 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.

10. These Articles of Incorporation will be effective upon filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this the \_\_\_\_\_ day of January, 2003.

\_\_\_\_\_(SEAL)  
Norman L. Sloan, Incorporator