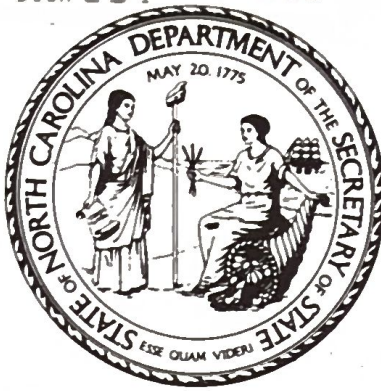


State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

FRIENDS OF THE ORANGE COUNTY PUBLIC LIBRARY, INC.

and the probates thereon, the original of which was filed in this office on the 3rd day of May 19 82, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 3rd day of May in the year of our Lord 19 82.



Thad Eure
Secretary of State

By *[Signature]*
Deputy Secretary of State

FILED

ARTICLES OF INCORPORATION

MAY 3 10 47 AM '82

OF

FRIENDS OF THE ORANGE COUNTY PUBLIC LIBRARY, SECRETARY OF STATE
NORTH CAROLINA

A NON-PROFIT CORPORATION

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming 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 and the several amendments thereto, and to that end do hereby set forth:

1. The name of the corporation is FRIENDS OF THE ORANGE COUNTY PUBLIC LIBRARY, INC.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are to maintain an association of persons interested in books and libraries; to focus attention on and to stimulate public interest in services, facilities, and needs of the Orange County Public Library; to stimulate gifts of books, magazines, endowments, and bequests for the benefit of the Orange County Public Library; and to encourage increased usage of the Orange County Public Library facilities and services. The aforesaid purposes and activities shall be limited, however, to such charitable and educational endeavors as are described in Sections 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code.
4. The directors of the corporation shall be elected or appointed in the manner and for the terms provided by the By-Laws.
5. No part of the net earnings of the corporation shall inure to, or be distributable to, the benefit of any incorporator, member, officer, or director of the corporation; and upon dissolution of the corporation, the assets thereof shall, after payment or arrangement for payment of all of its debts and obligations, be donated, transferred, conveyed, and delivered to one or more corporations, societies, associations, organizations, or branch of government or agency thereof which in the judgment of the board of directors is or are engaged in activities similar to those for which this corporation is organized and which is or are exempt from payment of income tax pursuant to the United

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States Internal Revenue Code and applicable state law and contributions to which are deductible for income, gift, and estate tax purposes under the United States Internal Revenue Code and applicable state law.

6. The number of persons constituting the initial board of directors are three; the names and addresses of such directors are:

Mark Pipkin, Rt. 2, Box 481-C, Hillsborough, NC 27278;

Dr. Sander J. Freedman, Route 1, Box 90 A,
Cedar Grove, North Carolina 27231.

Mrs. Ora Gilligan, Flint Ridge Apartment 32,
Hillsborough, North Carolina 27278.

7. The name and address of the incorporator is: Mark Pipkin, Route 2,
Box 481-C, Hillsborough, North Carolina 27278.

8. The address of the initial registered office of the corporation is
Orange County
300 West Tryon Street, Hillsborough, North Carolina 27278, and the registered
agent of the corporation at such address is Kathleen Moeller-Peiffer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this 8
day of April, 1982.

Mark Pipkin
MARK PIPKIN

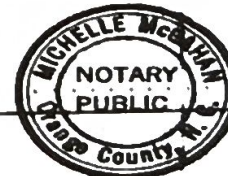
NORTH CAROLINA

Orange COUNTY

I, Michelle McDaniel, a Notary Public of said County
and State, do hereby certify that MARK PIPKIN personally appeared before me
this day and acknowledged the execution of the foregoing Articles of Incorpor-
ation.

WITNESS my hand and seal, this the 8th day of April,
1982.

Michelle McDaniel
NOTARY PUBLIC



My commission expires:

February 22, 1986