



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

ARTICLES OF INCORPORATION

OF

PEACE IS POSSIBLE NC

the original of which was filed in this office on the 11th day of February, 2009.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of February, 2009

Elaine F. Marshall

Secretary of State

Articles of Incorporation
of
Peace Is Possible NC
A Non-Profit Corporation

Pursuant to § 55A-2-02 of the General Statutes of North Carolina, the undersigned do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE 1

The name of the Corporation is **Peace is Possible NC, Inc.**

ARTICLE 2

The Corporation is a charitable or religious corporation as defined in NCGS § 55A-1-40(4) and is organized to support educational activities and public events promoting peace or to support other non-profit organizations with similar purposes. The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code and the Corporation pledges that all its assets will be used exclusively for its exempt purposes.

ARTICLE 3

The name of the registered agent of the Corporation is Rosiland Whiteley and the street address is 1 Page Avenue, Suite 141, Asheville, NC 28801 in Buncombe County. The mailing address of the registered agent is P.O. Box 7331, Asheville, NC 28802. The Board of Directors may change the registered office and registered agent at its discretion.

ARTICLE 4

The street address of the principal office of the Corporation at the time of incorporation is 1 Page Avenue, Suite 141, Asheville, NC 28801 in Buncombe County. The mailing address of the principal office is P.O. Box 7331, Asheville, NC 28802.

ARTICLE 5

The Corporation shall have voting members, which shall include any person who contributes in a significant way to the operation or activities of the Corporation as may be further defined by the members pursuant to procedures stated in the bylaws. The classes, rights, privileges, qualifications, and obligations of members of the Corporation shall be stated in the bylaws of the Corporation. The members, pursuant to the bylaws, shall have

the power to elect and remove directors at any properly announced meeting of the members for that purpose.

ARTICLE 6

The Corporation shall have a Board of Directors selected by the members. The Board of Directors shall number at least five directors and shall include at least one director that is a licensed legal or accounting professional. Operation of the Corporation shall rest with the Board of Directors, who shall select one or more officers pursuant to the bylaws to assist them with the operation as needed.

ARTICLE 7

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8

A director or officer is not liable to the Corporation for monetary damages for an act or omission in the director's or officer's capacity except to the extent otherwise provided by the law of the State of North Carolina.

ARTICLE 9

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the North Carolina Non-profit Corporation Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Internal Revenue Code, the Treasury Regulations promulgated thereunder, and/or any related Internal Revenue Service ("IRS") pronouncements. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Internal Revenue Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as

set forth above and defined by the Internal Revenue Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. The corporation shall maintain a racially nondiscriminatory policy as to all activities, and it shall not in any of its operations or activities discriminate on the basis of race, color, or national or ethnic origin. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 10

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers set forth in NGCS § 55A-3-02. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express purposes.

ARTICLE 11

The Corporation shall continue in perpetuity.

ARTICLE 12

These Articles of Incorporation may only be changed pursuant to the affirmative vote of a majority of the members present at a meeting of the members of the Corporation properly announced for that purpose. Any bylaw affecting the classes, rights, privileges, qualifications, and obligations of members of the Corporation, and any bylaw affecting the powers of the Board of Directors of the Corporation may only be changed pursuant to the affirmative vote of a majority of the members present at a meeting of the members of the Corporation properly announced for that purpose.