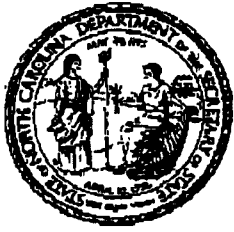


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NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

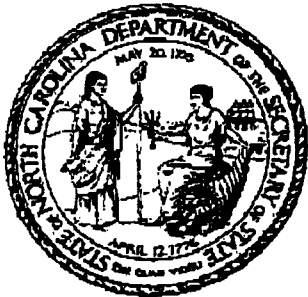
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

CHAPEL HILL PUBLIC ARTS COMMISSION

the original of which was filed in this office on the 24th day of August, 2004.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of August, 2004

Elaine F. Marshall

Secretary of State

④
State of North Carolina
Department of the Secretary of State

SOSID: 740482
Date Filed: 8/24/2004 3:52:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C200423700464

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

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

1. The name of the corporation is: Chapel Hill Public Arts Commission.
2. The corporation is a charitable corporation as defined in North Carolina General Statute §55A-1-40(4). Said corporation is organized exclusively for charitable, educational, or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.
4. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities nor permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
5. The street address and county of the initial registered office of the corporation is:

414 Raleigh Road, Suite 320
Chapel Hill, North Carolina 27517
Orange County
6. The mailing address of the initial registered office is:

P.O. Drawer 2869
Chapel Hill, North Carolina 27515-2869
Orange County
7. The name of the initial registered agent is: Thomas D. Higgins III
8. The name and address of the incorporator is as follows:

Thomas D. Higgins III
1414 Raleigh Road, Suite 320
Chapel Hill, North Carolina 27517

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

10. 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 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, or to federal, state, or local governments to be used exclusively for public purposes. 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 court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

11. 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 not 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.

12. The number of members constituting the initial board of directors shall be fifteen (15); and the names and addresses of the persons who are to serve as the initial directors are :

- Colleen Black-Semelka, 1 Weiner Street, Chapel Hill, N.C. 27516
- Elizabeth Bullen, 127 South Fields Circle, Chapel Hill, N.C. 27516
- Jeffrey Cohen, 121 Ivy Brook Lane, Chapel Hill, N.C. 27516
- Ellen Fussell, 122 Booth Road, Chapel Hill, N.C. 27516
- Jimmie A. Haynes, 613 Greenwood Road, Chapel Hill, N.C. 27514
- Debbie Hepp, 20 Dogwood Acres Drive, Chapel Hill, N.C. 27516
- Jennifer Horney, 10 Oakwood Drive, Chapel Hill, N.C. 27517
- Janet Kagan, 406 Lyons Road, Chapel Hill, N.C. 27514
- Bibb Latane, 212 Vance Street, Chapel Hill, N.C. 27516
- Susan Leeb, 4032 Duck Pond Trail, Chapel Hill, N.C. 27514
- Pamela Pease, 208 Glandon Drive, Chapel Hill, N.C. 27514
- Richard Robinson, 16 Vauxhall Place, Chapel Hill, N.C. 27517
- Erica Rothman, 215 Markham Drive, Chapel Hill, N.C. 27514
- Anita Wolfenden, 104 Jolyn Place, Chapel Hill, N.C. 27517
- Kristen Wright, 120 Berry Patch Lane, Chapel Hill, N.C. 27514

13. The purpose for which the corporation is organized is to enhance and enliven the community through public art.

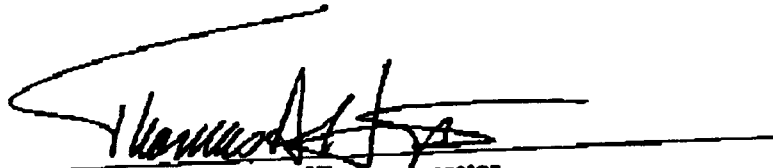
14. The street address and county of the principal office of the corporation is:

306 North Columbia Street
Orange County
Chapel Hill, North Carolina 27516

15. These articles will be effective upon filing.

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This is the ~~23rd~~ day of August, 2004.



Thomas D. Higgins III, Incorporator