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Elaine F. Marshall  
North Carolina Secretary of State  
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ARTICLES OF INCORPORATION  
OF A NONPROFIT CORPORATION

Secretary of State  
State of North Carolina  
Raleigh, NC

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.

ARTICLE I CORPORATE NAME

The name of the corporation is: **North Carolina Veterans Council, Inc.** (herein after called "Corporation").

ARTICLE II REGISTERED OFFICE AND REGISTERED AGENT

The location of the initial registered office of the Corporation is:

**112 West Third Street., Washington, NC 27889 in the County of Beaufort**

The name of the initial Registered Agent is:

**Evon DiGregorio** at the same address. The Corporation shall receive mail at the same address.

ARTICLE III INCORPORATOR

The name and address of the incorporator is as follows:

**Zebulon D. Alley, Attorney**

**Nelson Mullins Riley & Scarborough LLP**

**4140 Parklake Avenue**

**Raleigh, NC 27612**

ARTICLE IV MEMBERS

**The corporation will have members.**

ARTICLE V NET EARNINGS AND DISTRIBUTION OF ASSETS UPON DISSOLUTION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Pursuant to 55A-14-03 of the North Carolina General Statutes, upon dissolution of the corporation all liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefore, and 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;
- (2) Other assets, if any, of the corporation shall be transferred or conveyed to one or more of the following: the United States, the State of North Carolina, a charitable or religious corporation, or a person that is exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section;
- (3) Any other assets not disposed of as provided in this article shall be disposed of in a manner contemplated in the plan of dissolution and in accordance with applicable laws, or by the Superior Court of the address of the principal office.

#### ARTICLE VI PRINCIPAL OFFICE

The street address of the principal office of the corporation is:

**North Carolina Veterans Council, Inc.  
c/o Evon DiGregorio  
112 W Third Street  
Washington, NC 27889**

**In the County of Beaufort, in the State of North Carolina.** The corporation shall receive mail at the same address.

#### ARTICLE VII MANAGEMENT OF THE CORPORATION'S AFFAIRS

The management of the Corporation's affairs shall be conducted in accordance with the Constitution and Bylaws of the Corporation.

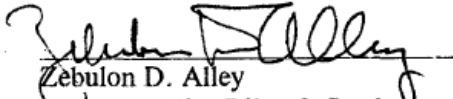
#### ARTICLE VIII QUALIFICATIONS AND RIGHTS OF MEMBERS

Voting membership in the Corporation shall be limited to representatives of those military veterans' service organizations which have been duly recognized and chartered by the Congress of the United States of America and those veterans' service organizations without a Congressional Charter, but which are nationally recognized, have controlling subordinate units located in this state, and have submitted for the Corporation's permanent file a copy of its Congressional Charter or its Articles of Incorporation, or any such document issued by a nationally recognized veterans' service organization granting the authority to create subordinate units in this state. Members of the Corporation are authorized to have three representatives with full voting privileges in the affairs of the Corporation, as provided in the Constitution and Bylaws of the Corporation.

#### ARTICLE IX

These Articles will be effective upon filing.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 9<sup>th</sup> day of April, 2008, by my hand and seal,

 Incorporator  
Zebulon D. Alley  
Nelson Mullins Riley & Scarborough LLP  
4140 Parklake Ave.  
Raleigh, NC 27612