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To all to whom these presents shall come. Greeting:

I, Chad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (Six (6) sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

THE GASTON COLLEGE FOUNDATION, INC.

and the probates thereon, the original of which was filed in this office on the 30th day of December 19 68 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 30th day of December in the year of our Lord 19 68

Secretary of State
By *Chad Eure*
Deputy Secretary of State

ARTICLES OF INCORPORATION
OF
THE GASTON COLLEGE FOUNDATION, INC.
A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating 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, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

ARTICLE I

The name of the corporation is THE GASTON COLLEGE FOUNDATION, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are as follows:

A. To receive and hold deposits and gifts of money and administer funds exclusively for charitable, scientific, or educational purposes and exclusively in respect to academic, education and any other phases of operations of or in connection with any program of The Gaston College Foundation, Inc. at Dallas, North Carolina, not for profit, but in such manner that no part of its net earnings shall inure to the benefit of any private stockholder or individual (except necessary employees and consultants but under no circumstances shall any director or officer of the corporation who is a director receive any part of said earnings), and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda, or otherwise attempt to influence legislation, and in such manner that it shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

B. Subject always to the provisions of Paragraph A of this Article, to undertake, promote, develop and carry on academic and educational work and any other type of work in respect of and in any manner in connection with the operations of or program of or sponsored by Gaston College; to cooperate with, advise and extend financial aid to persons desiring to attend Gaston College through proper authorities of the College and in accordance with its rules and regulations governing financial aid; and without limiting the

generality of the foregoing in any way, to render financial aid and assistance out of its net income, assets or both (without limit as to any one recipient or any one phase of the operations and program of Gaston College), in such manner and in such amounts as the Board of Directors may in their discretion deem to be in furtherance of the interests, activities and objects of Gaston College.

C. To act in any case under any Last Will and Testament or under any decree, order of appointment of any court of record, surrogate, pre-thonotary, clerk of court, or other duly authorized tribunal or officer or person of the State of North Carolina, or the District of Columbia or of the United States, or of any state or territory thereof, or under any deed, resolution or writing, or verbal authority, as sole guardian, trustee, receiver, curator, committee, special commissioner, custodian, escrow agent, attorney-in-fact, statutory agent, transfer agent, or in any other fiduciary or agency capacity whatever, wherein it is necessary to so act in carrying out the provisions of said Last Will and Testament or such decree or order in the interest of promoting and protecting the purposes herein for the benefit of Gaston College.

D. To receive, take charge of, care for and manage, as fully in every respect as may be done by any individual, any and all property of every kind and description, real, personal and mixed, which may be given to or in any way put in to the charge, custody, care or management of the corporation; to execute all authorities conferred upon the corporation, and to attend to, care for and manage all matters of business of every kind which may be committed to it, including, among other things, the sale, lease, hire, loan or other disposition of property, real and personal, the collection of rents, interest, dividends or other moneys, in the carrying on of any business and the exercise of any corporate or other franchise as trustee, mortgagee, assignee or agent; to execute, acknowledge, seal and deliver mortgages, deeds, powers of attorney, leases, releases, bonds, contracts, or other instruments of writing; to institute and prosecute suits, actions or other proceedings in its own behalf or for the protection of any property or business managed or controlled by the corporation or placed with it or put into its charge, custody or care; and to fully attend all matters or things committed to it as fully in every respect as could or might be done by an individual.

E. To invest in, lend upon, purchase, hold, guarantee, endorse, mortgage, encumber, pledge, hypothecate, sell, assign, transfer, convey, lease or otherwise dispose, manage or deal in, any personal property or real estate, or any rights or interest in either.

F. To secure any of its own indebtedness or obligations, whether as principal or otherwise, by mortgage, deed of trust upon, or by pledge or hypothecation of, any of the corporations' assets or property, other than trusts or fiduciary property or funds in the

possession or under the control of the corporation as trustee or in some other fiduciary capacity.

G. In the event that any individual, firm, corporation or other organization, by Last Will and Testament, deed or other writing, shall give to this corporation securities of other property and therein shall designate one or more limited purposes (within the scope of the general purposes stated in Paragraphs A and B of this article) to which the whole or any part of the principal or income or both such gifts is to be applied by this corporation, or should give directions regarding the time, manner, amounts and conditions of the application or disposition of such gift or of the principal or of the income thereof by the corporation, or shall otherwise curtail, as respects such gifts only, the powers, authorities or discretions which, as regards the corporate property generally, or granted to and vested in the Director of this corporation by the other provisions of these Articles of Incorporation, and in the event this corporation should be requested to accept the administration of any existing trust or fund (within the scope of the general purposes stated above, but set forth in this paragraph) then, and in any such event, the Directors of this corporation, in their discretion, may accept such gifts or the administration of any such trust or fund and upon such acceptance shall hold, administer and apply the funds, securities, and other properties so given, notwithstanding the other provisions of these Articles of Incorporation, strictly in accordance with the provisions of such Last Will and Testament, deed or other writing or such trust or fund. In no event and under no circumstances, however, shall the Directors of this corporation accept any such gift or undertake the administration or distribution thereof if the designated purpose or purposes to which the principal or income, or both, is to be applied shall not be within the scope with the general purposes stated in paragraphs A and B of this Article.

And in order properly to prosecute the objects and purposes hereinbefore set forth, but subject always to the provisions of the preceding paragraphs of this Article, this corporation shall have full power and authority to acquire, receive, purchase, take by gift, devise, bequest or otherwise, real, personal and mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including without limiting the generality of the foregoing money, lands, building, mortgages, share, stocks, debentures, or other securities of any donor, bills, notes, claims or any evidence or indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the work of this corporation; to use, mortgage, pledge, sell, lease, assign, give, exchange, transfer, convey or otherwise dispose of the same at pleasure; to hold all or any part of any securities or property acquired by it in whatever manner and to invest or reinvest any funds held by it as the Board of Directors may deem advisable, without being restricted to the class of

investments, which a trustee is or may hereafter be permitted or authorized to make by the laws of the State of North Carolina or any other state; to borrow money of any person, firm, or corporation, and to execute notes or obligations of the corporation from time to time for any of the objects or purposes of the corporation and secure the same by lawful means; to enter into, make, perform, and carry out contracts of any kind or nature for any of the objects or purposes of the corporation without limit as to the amount; to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of the powers hereinbefore set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, government agencies, or individual, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, and not forbidden by the laws of the State of North Carolina, and with all the power conferred upon non-stock, non-profit corporations by the laws of the State of North Carolina.

ARTICLE IV

This corporation shall have no members and shall have no capital stock.

ARTICLE V

The governing board of this corporation shall be known as the Board of Directors. Each director shall hold office for the term for which he is elected and until his successor is elected and qualified. The Board of Directors shall be composed of nine persons, five of whom shall be at all times Trustees of Gaston College. The initial Board of Directors shall be composed of 12 persons. The names and addresses of the persons who are to serve as the initial Board of Directors and until their successors are chosen are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James H. Atkins	1114 Scotch Drive, Gastonia, N.C.
Alfred W. Bohanan, Jr.	Rt. 1, Dallas, N.C.
R. P. Caldwell	1208 E. Franklin Ave., Gastonia, N.C.
Eugene A. Froneberger	Skyland Street, Bessemer City, N.C.
Earl T. Groves	1106 Fairfield Dr., Gastonia, N.C.
J. Bart Hall	McAdenville Road, Belmont, N.C.
H. W. Mackie	403 W. 5th Ave., Gastonia, N.C.
D. R. Mauney, Jr.	500 Old Post Rd., Cherryville, N.C.
Albert G. Myers, Jr.	2605 Armstrong Circle, Gastonia, N.C.
Fred L. Smyre	Robinwood Road, Gastonia, N.C.
J. Edward Stowe	409 Thomas Trail, Gastonia, N.C.
Dr. T. A. Will	307 Worth Street, Dallas, N.C.

Effective immediately upon the filing hereof with the Secretary of State of the State of North Carolina as required by Section 55A-36 of the General Statutes of North Carolina, the Board of Trustees of Gaston College shall have the sole power and authority to elect the persons to serve on the corporation's Board of Directors, each person to be elected for a term of six years, and to take office at the annual meeting of the Board of Directors of this corporation next succeeding his election thereto. Nothing herein contained shall be construed to prevent the election of a director to succeed himself. Any person who is a Director of this corporation and a Trustee of the College if for any reason is no longer a Trustee of the College shall automatically no longer be a member of the Board of Directors of this corporation. Vacancies in the Board of Directors shall be filled by appointment made by the Board of Trustees of Gaston College. Each person so appointed to fill a vacancy shall be appointed for the unexpired term of this predecessor in office and shall remain a Director until his successor has been elected and shall have qualified.

ARTICLE VI

The Trustees of Gaston College shall have the authority to appoint a Board of Advisors for this corporation at any time it may see fit. The number of members of such Board may be determined from time to time by the Trustees of Gaston College as the needs require and the said Board of Advisors shall be governed by such rules and regulations as the By-Laws of this corporation shall from time to time provide.

ARTICLE VII

The address of the initial registered office of the corporation is U.S. Highway S 321, Dallas, North Carolina, Gaston County, but it may have one or more other offices in Gaston County, or the State of North Carolina. The initial registered agent of the corporation upon whom service of process may be had is J. Edward Stowe.

ARTICLE VIII

No part of the income or properties of this corporation shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is devoted to carrying on propaganda or otherwise attempting to influence legislation or which participates in, or intervenes in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings of this corporation shall inure to the benefit of any member, director, officer of the corporation, or individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more

of its purposes by persons other than directors and officers of the corporation and other than members of any advisory committee created and established under the provisions of the by-laws of this corporation), and no member, director, officer of the corporation, or private individual shall be entitled to any share in the distribution of any of the corporation's assets on any dissolution of the corporation. On dissolution, the assets of the corporation shall be transferred or conveyed to one or more qualified charitable, religious or educational corporations which meet the requirements for exemption under Section 501 (a) and described in Section 501 (c) (3) of the Internal Revenue Code of the United States, and which have substantially similar purposes or which are engaged in activities substantially similar to this corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in or intervening in (including the publishing or distributing of statement), any political campaign on behalf of any candidate for public office.

ARTICLE IX

The names and addresses of all of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James H. Atkins	1114 Scotch Drive, Gastonia, N.C.
Alfred W. Bohanan, Jr.	Route # 1, Dallas, N.C.
R. P. Caldwell	1208 E. Franklin Ave., Gastonia, N.C.
Eugene A. Froneberger	Skyland Street, Bessemer City, N.C.
Earl T. Groves	1106 Fairfield Drive, Gastonia, N.C.
J. Bart Hall	McAdenville Road, Belmont, N.C.
H. S. Mackie	403 West 5th Ave., Gastonia, N.C.
D. R. Mauney, Jr.	500 Old Post Road, Cherryville, N.C.
Albert G. Myers, Jr.	2605 Armstrong Circle, Gastonia, N.C.
Fred L. Smyre	Robinwood Road, Gastonia, N.C.
J. Edward Stowe	409 Thomas Trail, Gastonia, N.C.
Dr. T. A. Will	307 Worth Street, Dallas, N.C.

ARTICLE X

Upon the completion of the organization of this corporation, the Board of Directors will adopt such by-laws as they deem advisable, setting forth regulations governing the administration of the affairs of this corporation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals, this the 26th day of December, 1968.

STATE OF NORTH CAROLINA

COUNTY OF GASTON.

This is to certify that on the 27th day of December, 1968, before me a Notary Public, personally appeared James H. Atkins, Alfred W. Bohanan, Jr., R. P. Caldwell, Eugene A. Froneberger, Earl T. Groves, J. Bart Hall, H. S. Mackie, D. R. Mauney, Jr., Albert G. Myers, Jr., Fred L. Smyre, J. Edward Stowe and Dr. T. A. Will; who I am satisfied, are the persons named in and who executed the foregoing Articles of Incorporation, and I have first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

In testimony whereof, I have hereunto set my hand and notarial seal, this the 27th day of December, A.D., 1968.



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 AMENDMENT

THE GASTON COLLEGE FOUNDATION, INC.

the original of which was filed in this office on the 14th day of November, 2008.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 14th day of November, 2008

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Gaston College Foundation, Inc.

2. The text of each amendment adopted is as follows (*state below or attach*):

Attached

3. The date of adoption of each amendment was as follows: October 10, 2008

4. (*Check a, b, and/or c, as applicable*)

a. ☒ The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (*set forth a brief explanation of why member approval was not required*) There are no members of the non-profit corporation.

b. ☐ The amendment(s) was (were) approved by the members as required by Chapter 55A.

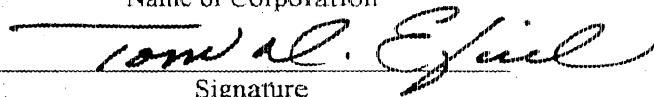
c. ☐ Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified: _____

This the 10th day of October, 2008.

Gaston College Foundation, Inc.

Name of Corporation



Signature

Tom D. Efird, Chairman of the Board

Type or Print Name and Title

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

The Articles of Incorporation for the Gaston College Foundation, Inc. are hereby amended by deleting and replacing in lieu thereof Article V with the following:

The governing board of this nonprofit corporation shall be known as the Board of Directors (Board). Each director shall hold office for the term for which they are elected and will be replaced upon qualification and election of their successor (s). The Board shall be composed of up to fifteen (15) persons selected by the Board of Trustees of Gaston College, a minority of whom, but no more than five, shall be at all times current members in good standing of the Board of Trustees of Gaston College. A majority of the Board shall not be at all times comprised of the president, chief financial officer, chief administrative officer, or voting members of the Board of Trustees of Gaston College. Members of the Board shall serve four (4) year staggered terms to begin and end as determined by the Board in compliance with the Articles of Incorporation and by-laws of this nonprofit corporation.

Duties, qualifications and limitations of the Board shall be determined in accordance with such by-laws.