



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

CAPE FEAR MEN'S CLUB, INC.

the original of which was filed in this office on the 10th day of April, 2014.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of April, 2014.

Elaine F. Marshall

Secretary of State

SOSID: 1372888
Date Filed: 4/10/2014 3:01:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C2014 094 00709

State of North Carolina
Department of the Secretary of State

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 nonprofit corporation is: Cape Fear Men's Club, Inc.
2. (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCOS §55A-1-40(d).
3. The name of the initial registered agent is: Brian G. Morrison
4. The street address and county of the initial registered agent's office of the corporation is:
Number and Street: 300 N. 3rd Street, Suite 301
City: Wilmington State: NC Zip Code: 28401 County: New Hanover
The mailing address *if different from the street address* of the initial registered agent's office is:
Number and Street or PO Box: _____
City: _____ State: NC Zip Code: _____ County: _____
5. The name and address of each incorporator is as follows:
Brian G. Morrison
300 N. 3rd Street, Suite 301
Wilmington, NC 28401
6. (Check either a or b below.)
a. The corporation will have members.
b. The corporation will not have members.
7. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
8. Any other provisions which the corporation elects to include are attached.

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

Principal Office Telephone Number: 910-815-7166

Number and Street: 300 N. 3rd Street, Suite 301

City: Wilmington State: NC Zip Code: 28405 County: New Hanover

The mailing address *if different from the street address* of the principal office is:

Number and Street or PO Box: P. O. Box 12835

City: Wilmington State: NC Zip Code: 28405 County: New Hanover

10. (Optional): Please provide a business e-mail address: brian.morrison@smithmoorelaw.com

The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.



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

This is the 4th day of April, 2014.

Cape Fear Men's Club, Inc.

(Incorporator Business Entity Name)

Signature of Incorporator

Brian G. Morrison

Type or print Incorporator's name and title, if any

NOTES:

1. Filing fee is \$60. This document must be filed with the Secretary of State.

CORPORATIONS DIVISION
Revised September, 2013

P. O. BOX 29622

RALPHIGH, NC 27626-0622
Form N-01

ATTACHMENT TO ITEM 7

Upon dissolution of the corporation, the Board of Directors shall:

1. Provide that all liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefore.
2. The remainder of the corporation's assets shall be distributed as follows:
 - a. 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; and
 - b. Other assets, if any, of the corporation shall be transferred or conveyed to a state, or a charitable or religious corporation, that is exempt under section 501(c)(4) of the Internal Revenue Code of 1986 or any successor section.

WILMINGTON 64993.1.1

ATTACHMENT OT ITEM 8

Purposes of the Corporation

Cape Fear Men's Club, Inc. shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, and the net earnings shall be devoted exclusively to charitable, educational, or recreational purposes. Said purposes of the corporation shall include fostering fellowship and friendship and creating a venue in which men, many of whom are new to the Wilmington area, may create new acquaintances and friendships.

Prohibited Activities

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 and value received, and to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation.

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 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.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code.

WILMINGTON 64995.1.1