



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

ST. JAMES PARISH FOUNDATION, INC.

the original of which was filed in this office on the 25th day of June, 2002.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of June, 2002

Elaine F. Marshall
Secretary of State

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SOSID: 636152
Date Filed: 6/25/2002 9:03 AM
Elaine F. Marshall
North Carolina Secretary of State

ARTICLES OF INCORPORATION
OF
ST. JAMES PARISH FOUNDATION, INC.

The undersigned, being a person over eighteen (18) years of age, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina:

ARTICLE I – NAME

The name of this Corporation shall be ST. JAMES PARISH FOUNDATION, INC. (the "Corporation"), a charitable organization.

ARTICLE II – DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III – NONPROFIT PURPOSE

The Corporation is intended to be a supporting organization as described in section 509(a)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws (the "Code"). The Corporation is organized, and at all times shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of THE WARDENS AND VESTRY OF ST. JAMES PARISH, which is an organization described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Code. The Corporation at all times shall be operated, supervised, or controlled by or in connection with THE WARDENS AND VESTRY OF ST. JAMES PARISH. The Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946 of the Code) other than foundation managers and other than THE WARDENS AND VESTRY OF ST. JAMES PARISH. The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the Corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in this ARTICLE III.

ARTICLE IV – MEMBERSHIP

The Corporation shall have no members.

ARTICLE V – BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by a Board of Directors, the number, qualifications and method of election to be established in the Bylaws of the Corporation.

ARTICLE VI – FORBIDDEN ACTIVITIES

No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private person, except that reasonable compensation may be paid for services rendered to or for the Corporation and payments may be made in furtherance of the purposes set forth in ARTICLE III, and no director, officer of the Corporation, or any private person shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct any activities not permitted to be conducted by an organization exempt under section 501(c)(3) of the Code and its related Treasury Regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(c)(2) of such Code and Regulations, as they now exist or may hereafter be amended.

ARTICLE VII – DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to THE WARDENS AND VESTRY OF ST. JAMES PARISH, if it is then in existence and an organization organized and operated exclusively for charitable, educational, religious, literary or scientific purposes under section 501(c)(3) of the Code, or, if not, to one or more organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes under section 501(c)(3) of the Code (with preference given to organizations in or around Wilmington, North Carolina), or to federal, state, or local governments to be used exclusively for public purposes, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Clerk of the Superior Court of New Hanover County, North Carolina to such organization or organizations as the Clerk of the Superior Court of New Hanover County shall determine are organized and operated exclusively for such purposes and at the time qualify as exempt organizations under section 501(c)(3) of the Code (with preference given to organizations in or around Wilmington, North Carolina), or to federal, state, or local governments to be used exclusively for public purposes.

ARTICLE VIII – AMENDMENTS

These Articles of Incorporation may not be amended to prevent the Corporation from qualifying as an exempt organization under section 509(a)(3) or section 501(c)(3) of the Code.

ARTICLE IX – DIOCESAN AND CHURCH CONTROL

At all times, the Corporation and its assets shall be separate from and free of the ownership or control of the Diocese of East Carolina, the Episcopal Church in the United States of America, the international Anglican communion and any and all other local, regional or national organizations of churches, and the Corporation shall not hold any assets on behalf of any

such organizations. The Corporation shall serve as an independent entity to provide for the financial support of St. James Parish, Wilmington, North Carolina and its properties and ministries, wherever located, and if St. James Parish separates from any of such organizations, the assets of the Corporation shall continue to provide for the support of St. James Parish and not become a part of any such other organization.

ARTICLE X – REGISTERED AGENT AND OFFICE; PRINCIPAL OFFICE

The registered office of the Corporation and the principal office of the Corporation is located at 25 South Third Street, Wilmington, New Hanover County, North Carolina 28401. The mailing address of the registered office and also the principal office is 25 South Third Street, Wilmington, New Hanover County, North Carolina 28401; and the name of the registered agent of the Corporation at such address is the Rev. Ronald G. Abrams.

The name of the incorporator is Christopher J. Leonard. The address of the incorporator is 16 North Fifth Avenue, Wilmington, New Hanover County, North Carolina 28401.

IN WITNESS WHEREOF, I have hereunto set my hand as of June 11, 2002.


Christopher J. Leonard, Incorporator

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

STATEMENT OF CHANGE OF REGISTERED
OFFICE AND/OR REGISTERED AGENT

Pursuant to §55D-31 of the General Statutes of North Carolina, the undersigned entity submits the following for the purpose of changing its registered office and/or registered agent in the State of North Carolina.

INFORMATION CURRENTLY ON FILE

The name of the entity is: St. James Parish Foundation, Inc.

Entity Type: Corporation, Foreign Corporation, Nonprofit Corporation, Foreign Nonprofit Corporation,
 Limited Liability Company, Foreign Limited Liability Company Limited Partnership, Foreign Limited Partnership,
 Limited Liability Partnership, Foreign Limited Liability Partnership

The street address and county of the entity's registered office currently on file is:

Number and Street: 25 South Third Street

City, State, Zip Code: Wilmington, NC 28401

County: New Hanover

The mailing address *if different from the street address* of the registered office currently on file is:

The name of the current registered agent is: Ronald G. Abrams

NEW INFORMATION

1. The street address and county of the new registered office of the entity is:
(complete this item only if the address of the registered office is being changed)

Number and Street: 16 North Fifth Avenue

City, State, Zip Code: Wilmington, NC 28401

County: New Hanover

2. The mailing address *if different from the street address* of the new registered office is:
(complete this item only if the address of the registered office is being changed)

3. The name of the new registered agent and the new agent's consent to appointment appears below:
(complete this item only if the name of the registered agent is being changed)

Frank B. Gibson, Jr.

Type or Print Name of New Agent

Frank B. Gibson, Jr., Registered Agent
* Signature & Title

4. The address of the entity's registered office and the address of the business office of its registered agent, as changed, will be identical.

5. This statement will be effective upon filing, unless a date and/or time is specified:

This is the 21 day of APRIL, 2009.

St. James Parish Foundation, Inc.

Mary M. Gorrto
Entity Name
Signature

Mary Gorrto
Type or Print Name and Title

Notes: Filing fee is \$5.00. This document must be filed with the Secretary of State.

* Instead of signing here, the new registered agent may sign a separate written consent to the appointment, which must be attached to this statement.