

NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

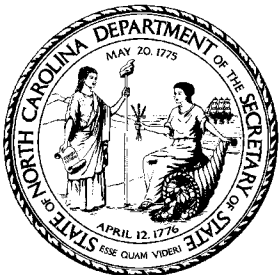
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

ASSOCIATION EXECUTIVES OF NORTH CAROLINA, INC.

the original of which was filed in this office on the 10th day of April, 2019.



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, 2019.

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: Association Executives of North Carolina, Inc.

2. The text of each amendment adopted is as follows (*state below or attach*):
See attached Exhibit A – Amendments to Articles of Incorporation - which is incorporated by reference herein.

3. The date of adoption of each amendment was as follows: July 23, 2018

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*)

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 26 day of March, 2019.

Association Executives of North Carolina, Inc.

Name of Corporation

S. C. Ward

Signature

Lisa Ward, President

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.

BUSINESS REGISTRATION DIVISION
(Revised August 2016)

P.O. BOX 29622

RALEIGH, NC 27626-0622
Form N-02

EXHIBIT A

Association Executives of North Carolina, Inc.

Amendments to Articles of Incorporation

The Article of Incorporation are proposed to be amended by adding the following sections 9-14.

9. *Purposes.* The Corporation is organized and shall be operated as a trade association or business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. However, notwithstanding any other provision in these Articles to the contrary, the Corporation shall not carry on any activities that are prohibited for an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code. Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any similar law subsequently enacted.

10. *Nonprofit Corporation.* The Corporation is not organized for pecuniary profit, nor is it organized to engage in any activity ordinarily carried on for profit, nor shall it have any power to issue certificates of stock or pay dividends. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

11. *Distributions.* No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, and other elected or appointed representatives, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes.

12. *Tax Exempt.* It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, and an organization described in Section 501(c)(6) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

13. *Dissolution.* In the event of dissolution of the Corporation, no director, trustee, officer, or other elected or appointed representative, or other private persons shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property which the Corporation receives from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as the same now exists or the corresponding section of any similar law subsequently enacted, or shall be distributed to the federal government, or to a state or local government, for public purposes.

14. *Amendment.* No amendment to these Articles shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the provisions set forth in Section 501(c)(6) of the Internal Revenue Code.