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

THE NORTH CAROLINA FORESTRY FOUNDATION,

INCORPORATED

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of July, 1997.

Elaine F. Marshall
Secretary of State
ARTICLES OF AMENDMENT
OF
THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

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

1. The name of the Corporation is: The North Carolina Forestry Foundation, Incorporated.

2. A new paragraph 9 is added to the Articles of Incorporation which reads as follows:

"9. Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of Directors for breaches of duty, no Director of the Corporation shall have any personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director. No amendment to or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. The provisions of this paragraph 9 shall not be deemed to limit or preclude indemnification of a Director by the Corporation for any liability that has not been eliminated by the provisions of this paragraph."

3. The date of adoption of the amendments was 4-26-96, 1996.

4. Each amendment was duly adopted by a sufficient vote of the Board of Directors without member approval. Member approval was not required because no members have voting rights.

5. These articles will be effective upon filing.

This the 26th day of April, 1996.

THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

By: ____________________________

[Signature]

President

Robert J. Beason
ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

For the purpose of effecting an amendment to its Certificate of Incorporation, pursuant to the provisions of Chapter 55A of the General Statutes of North Carolina, North Carolina Forestry Foundation, Incorporated states as follows:

1. The name of the corporation is THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED.

2. The Certificate of Incorporation of the corporation is hereby amended as follows:

   (a) Paragraph 3 of the Certificate of Incorporation is amended by deleting the words "The North Carolina State College of Agriculture and Engineering of the University of North Carolina" wherever the same shall appear therein and substituting in lieu thereof the words "North Carolina State University at Raleigh."

   (b) A new Paragraph shall be added to the Certificate of Incorporation which shall be entitled Paragraph 8, and which shall read as follows:

   "8. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section
501(c)(3) of the Internal Revenue Code and its 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 as they may hereafter be amended.

"The corporation shall have no power to declare dividends, and no part of its net earnings shall enure to the benefit of any member or director of the corporation or to any other private shareholder or individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

"In the event of the dissolution of the corporation, either voluntary or involuntary, all assets and property which remain after the discharge of the corporation's liabilities shall be paid over or distributed by the Board of Directors to the School of Forest Resources of North Carolina State University at Raleigh, and shall be used or distributed for no other object or purpose whatsoever.

"This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may
operate other than exclusively for religious, charitable, scientific, literary or educational purposes, or so that any member or director or any other private individual may participate in the distribution of the earnings, funds or properties of this corporation."

3. This amendment was adopted by the Board of Directors of the corporation at a meeting held on the 6th day of November, 1970; on said date a quorum of the Directors was present at such meeting; and such amendment was unanimously adopted by the members of the Board of Directors present at such meeting. (No members have voting rights.)

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment of Certificate of Incorporation to be executed by its President, attested by its Secretary, and its corporate seal affixed hereunto this 6th day of November, 1970.

NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

ATTEST:  

By  

President

Secretary
NORTH CAROLINA

WAKE COUNTY

This 6th day of November, 1970, personally came before me, Shirley M. Ennis, a Notary Public in and for the County and State aforesaid, Walter F. Smith, and Rudolph Cole, who, being by me duly sworn, say that they are the President and Secretary, respectively, of North Carolina Forestry Foundation, Incorporated; that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation, and that said writing was signed and sealed by them in behalf of said corporation by its authority duly given, and that the statements contained therein are true. And the said President and Secretary acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this 6th day of November, 1970.

Shirley M. Ennis
Notary Public

My Commission expires:

1-13-71
ARTICLES OF
AMENDMENT TO THE CHARTER OF
THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

RESOLUTION OF DIRECTORS

The Board of Directors of the North Carolina Forestry Foundation, Incorporated corporation of North Carolina, on this 19 day of May, A.D., 1966, do hereby resolve and declare that it is advisable that Sections 2 and 3(a) of the Certificate of Incorporation of April 15, 1929, and the preamble of the Certificate of Amendment of June 11, 1947, be amended.

Section 2, of the original Charter reads as follows:

2. The location of the principal office of the corporation in this State is Professional Building, West Nargent Street, in the City of Raleigh, County of Wake, but it may have one or more branch offices and places of business out of the State of North Carolina as well as in said State.

The preamble of the amendment of 1947 reads as follows:

The location of the principal office in this State is at No. 301 Ricks Hall in the City of Raleigh County Wake.

The name of the agent therein and in charge thereof, upon whom process against this corporation may be served, is J. V. Hofmann, Secretary-Treasurer.

Section 3(a) as amended in 1947 reads as follows:

3. The objects for which this corporation is formed are as follows:

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph in order to aid and promote by financial assistance and otherwise all types of forest education and
research at, or by, the Division of Forestry of North Carolina State
College of the University of North Carolina at Raleigh, North Carolina.

CERTIFICATE OF CHANGE

The North Carolina Forestry Foundation, Inc., a corporation of
North Carolina, doth hereby certify that pursuant to said resolution, and
upon notice duly given to all directors, as provided by law and the by-laws
of this corporation, a meeting of the directors was held at the time and
place specified, and more than two-thirds of the directors of said
corporation having voting powers being represented in person or by proxy,
a resolution was unanimously adopted approving the amendment proposed by
the Board of Directors, as follows:

2. The location of the registered office of the corporation in
this State is in the Foundation office building, in the Community of Deepe,
County of Onslow, but it may have one or more branch offices and places of
business out of the State of North Carolina as well as in said State.

The agent therein and in charge thereof, upon whom process
against this corporation may be served, is G. E. Jackson, Manager, or in
event of a change of managers by the Board of Directors, his successors.

3. The objects for which this corporation is formed are as
follows:

(a) To acquire by purchase, lease, option, deed of gift, or
otherwise, lands to be devoted to the specific objects and purposes
particularly set out in this paragraph in order to aid and promote by
financial assistance and otherwise all types of forest education and
research at, or by, the School of Forestry, North Carolina State University,
at Raleigh, North Carolina.
IN TESTIMONY WHEREOF, the corporation has caused this document
to be executed in its name by its President and Secretary this 18 day

By: 

Waltz K. Smith
President

C. W. Hofner
Secretary

STATE OF NORTH CAROLINA
COUNTY OF WAKE

This is to certify that on this the 18 day of July, A. D.
1966, personally appeared before me Waltz K. Smith and
C. W. Hofner, each of whom, being by me first duly sworn,
deposes and says that he signed the foregoing "Articles of Amendment" in
the capacity indicated, and that the statements therein contained are true
and correct.

Mary A. Wallace
Notary Public

My Commission expires: 2-14-67
CERTIFICATE OF AMENDMENT TO
THE CHARTER
OF
THE NORTH CAROLINA FORESTRY FOUNDATION, INC.

The location of the principal office in this State is at No. 301 Hicks Hall.

in the city of Raleigh, County Wake.

The name of the agent therein and in charge thereof, upon whom process against this corporation may be served, is J. V. Hofmann, Secretary-Treasurer.

RESOLUTION OF DIRECTORS
The Board of Directors of the NORTH CAROLINA FORESTRY FOUNDATION, INC.

a corporation of North Carolina, on this 15 day of May, A.D. 1947, do hereby resolve and declare that it is advisable that Section 3, Division (a) reading as follows; be amended:

3. The objects for which this corporation is formed are as follows:

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph, or for the furtherance of such objects or purposes or any of them, or to arrange for the furtherance of such objects by placing such lands under the control of competent agencies interested in forestry as an agency of the public welfare.

did directors and they hereby call a meeting of the stockholders, to be held at the company's office in the City of Raleigh, on the 15 day of May, 1947, at 2 P.M., to take action upon the above resolution.
CERTIFICATE OF CHANGE

The North Carolina Forestry Foundation, Inc.

a corporation of North Carolina, doth hereby certify that pursuant to said resolution, and upon notice duly given to all record holders of stock, as provided by law and the by-laws of this corporation, a meeting of the stockholders was held at the time and place specified, and at least a majority of the holders of each class of the stockholders of said corporation having voting powers being represented in person or by proxy, a resolution was unanimously adopted approving the amendment proposed by the Board of Directors, as follows:

3. The objects for which this corporation is formed are as follows:

(a) To acquire by purchase, lease, option, deed of gift, or otherwise, lands to be devoted to the specific objects and purposes particularly set out in this paragraph in order to aid and promote by financial assistance and otherwise all types of forest education and research at, or by, the Division of Forestry of North Carolina State College of the University of North Carolina at Raleigh, North Carolina."

That the written assent of at least a majority in interest of each class of stockholders having voting powers is hereto appended.

In witness whereof, said corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed, the 11th day of June, A.D. 1947.

(L. S.)

THE NORTH CAROLINA FORESTY FOUNDATION, INC.

Attest: J. V. Heymann

By: Colin G. Spencer

President.

Secretary.
STATE OF NORTH CAROLINA

County of WAKE

Be it remembered, that on this 11th day of June, A.D. 1947, before me, the subscriber, a Notary Public personally appeared J. V. Hofmann, Secretary of the North Carolina Forestry Foundation, Inc., the corporation mentioned in and which executed the foregoing certificate, who, being by me duly sworn, on his oath says that he is such Secretary, and that the seal affixed to said certificate is the corporate seal of said corporation, the same being well known to him; that Colin G. Spencer is President of said corporation, and signed said certificate and affixed said seal thereto, and delivered said certificate by authority of the Board of Directors and with the assent of at least a majority in interest of each class of the stockholders of said corporation having voting powers as and for his voluntary act and deed, and the voluntary act and deed of said corporation, in presence of deponent, who thereupon subscribed his name thereto as witness.

And he further says that the assent hereto appended is signed by at least two-thirds in interest of each class of the stockholders of said corporation having voting powers, either in person or by their several duly constituted attorneys in fact, thereunto appointed and authorized in writing.

My commission expires: 7-8-49

Notary Public

We, the subscribers, being at least a majority of Directors of the North Carolina Forestry Foundation, Inc., having voting powers, having at a meeting regularly called for the purpose, voted in favor of amending the certificate of incorporation as above set out do now, pursuant to the statute, hereby give our written assent to said change.

Witness our hands, this 11th day of June, A.D. 1947.

Colin G. Spencer, President

John W. Harrelson, Vice-President

Julius V. Hofmann, Sec-Treas.

J. D. Baver

George Watts Hill

Clarence Poe

John W. Clarke

Irahma A. Barden

FILeD

OCT 29 1947

THAD EURE
SECRETARY OF STATE
CERTIFICATE OF INCORPORATION
OF
THE NORTH CAROLINA FORESTRY FOUNDATION, INCORPORATED

THIS IS TO CERTIFY, that we, the undersigned, do hereby associate
ourselves into a non-stock corporation under and by virtue of the laws of the
State of North Carolina, as contained in Chapter 22 of the Consolidated Stat-
utes, entitled "Corporations", and the several amendments thereto, and to
that end do hereby set forth:

1. The name of this corporation is THE NORTH CAROLINA FORESTRY
FOUNDATION, INCORPORATED, but the contraction "N. C. FORESTRY FOUNDATION, INC." shall
be considered to be a sufficient expression and signature of such name for all
proper purposes.

2. The location of the principal office of the corporation in
this state is Professional Building, East Hargett Street, in the City of
Raleigh, County of Wake, but it may have one or more branch offices and places
of business out of the state of North Carolina as well as in said state.

3. The objects for which this corporation is formed are as
follows:-

(a) To acquire by purchase, lease, option, deed of gift,
or otherwise, lands to be devoted to the specific objects and purposes par-
ticularly set out in this paragraph, or for the furtherance of such objects
or purposes or any of them, or to arrange for the furtherance of such objects
by placing such lands under the control of competent agencies interested in
forestry as an agency of the public welfare.

(b) To promote the production and preservation of growing timber for experimental, demonstration, educational, park and protection
purposes.

(c) To encourage, by demonstration and publicity, the
adoption of means and methods for the improvement and the preservation of
growing timber.

(d) To encourage, by demonstration, experiment, publicity,
and improved forestry methods, the adoption of means and methods for the re-
foresation of cut-over timber lands and other lands upon which the timber
growth has become depleted.

(e) To hold suitable tracts of virgin timber as object
lessons in forestry.

(f) To open up such tracts of land as may be acquired
for the education of the public and to permit the use of such tracts or parts
thereof as public parks, at such times and for such periods as may be deter-
mined by the Board of Directors.

(g) To cut, saw, trim, repair, remove or otherwise use
any trees growing, lying or being upon any lands acquired by purchase, lease
or otherwise, which may be deemed necessary or advisable in carrying out any
or all the purposes and objects of this corporation.

(h) To encourage the donation of money and the making
of gifts to the corporation to enable it to further carry out its objects and
purposes.

And in order to properly prosecute the objects and purposes above
set forth, the corporation shall have full power and authority to purchase,
lease or otherwise acquire, hold, mortgage, convey and otherwise dispose of
all kinds of property, both real and personal, both in this state and in all
other states, territories and dependencies of the United States; to construct,
equip and maintain buildings, works, factories and plants; to install, main-
tain and operate all kinds of machinery and appliances; to operate same by
hand, steam, water, electric or other motive power, and generally to perform
all acts which may be deemed necessary or expedient for the proper and success-
ful prosecution of the objects and purposes for which the corporation is create
5. The names and Post Office addresses of the incorporators are
as follows:-

Clarence Poe ___________________________ Raleigh, North Carolina.

Daniel Allen ___________________________ Raleigh, North Carolina.

T. L. Bland ___________________________ Raleigh, North Carolina.

R. H. Merritt ___________________________ Raleigh, North Carolina.
6. The period of existence of this corporation is unlimited.

7. The original incorporators shall be members of the Board of Directors until their successors are elected and qualified. The Board of Directors shall consist of such number of the members of the corporation as may be prescribed in the by-laws. The Board of Directors of this corporation shall have the power by vote of a majority of all the directors, and without the assent or vote of the members to make, alter, amend and rescind the by-laws of this corporation. Members may be admitted after organization upon such terms as may be prescribed in the by-laws.

IN TESTIMONY WHEREOF, We have hereunto set our hands and seals, this 15th day of April, 1929.

[Signatures]

Signed, sealed and delivered in the presence of

[Signature]
Witness.

STATE OF NORTH CAROLINA
COUNTY OF WAKE

THIS IS TO CERTIFY that on this 15th day of April, A. D. 1929, before me, a Notary Public, personally appeared Clarence Poe, Daniel Allen, J. L. Bland, R. H. Merritt, who I am satisfied, are the persons named in and who executed the foregoing certificate of incorporation of THE NORTH CAROLINA FORESTRY FOUNDATION, INC., and I have first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein exposed.

In testimony whereof, I have hereunto set my hand and affixed my official seal, this the 15th day of April, A. D., 1929.

[Seal]

[Signature]