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

NORTH CAROLINA TOBACCO FOUNDATION, INC.

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.

[Signature]

Secretary of State
We, the undersigned natural persons of the age of twenty-one years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the North Carolina General Statutes, entitled "Non-Profit Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

(1) The name of the corporation is NORTH CAROLINA TOBACCO FOUNDATION, INC.

(2) The period of duration of the corporation shall be perpetual.

(3) The objects and purposes for which this corporation is organized are to operate exclusively for educational and scientific purposes, and to aid and promote, by financial assistance and otherwise, all types of extension and research pertaining to the production, manufacturing, and use of tobacco and tobacco products by the School of Agriculture and Life Sciences at North Carolina State University at Raleigh, North Carolina.

The foregoing clauses shall be construed as both objects and powers, and such enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of North Carolina now or hereafter in effect.
on propaganda or otherwise attempting to influence legislation
nor to participate in, or intervene in, any political campaign
on behalf of any candidate for public office.

(4) The corporation shall have no capital stock.
(5) The corporation shall have no members.
(6) The address of the initial registered office of
the corporation is Holladay Hall, North Carolina State University,
Raleigh, Wake County, North Carolina; and the initial registered
agent of the corporation at such address is Rudolph Pate.
(7) In the event of dissolution, the residual assets
of the corporation will be turned over to one or more organiza-
tions which themselves are exempt as organizations described in
sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of
1954 or corresponding sections of any prior or future Internal
Revenue Code, or to the Federal, State, or Local government for
exclusive public purpose.
(8) The corporation shall have the right to amend, alter,
change, or repeal any provision 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 for
other than charitable, educational, scientific, or literary
purposes or so that any Director or other private individual
may participate in the distribution of the earnings, funds, or
properties of this corporation. Notwithstanding any other pro-
vision of these articles, this corporation shall not carry on
170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

(9) The affairs of the corporation shall be managed by a Board of Directors. The number and qualifications of the Directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the By-laws. The number of Directors constituting the initial Board of Directors shall be forty-four; and the names and addresses of the persons who are to serve as initial directors of the corporation, and until their successors are elected and qualified are as follows:

Harry B. Caldwell
437 West Friendly Avenue
Greensboro, North Carolina 27401

Thomas W. Allen, Jr.
Creedmoor, North Carolina 27522

Robert K. Barnhill
Hendricks-Barnhill Equipment Company
Memorial Drive
Greenville, North Carolina 27834

Frank Bryant
Flue-Cured Tobacco Marketing Committee
Booneville, North Carolina 27011

Elmer Burt
Route 1
Fuquay-Varina, North Carolina 27526

William Corbett
Route 2
Middlesex, North Carolina 27557

S. M. Cozart
900 West Nash Street
Wilson, North Carolina 27893

H. Graham Knott
804 LaRoque Avenue
Kinston, North Carolina 28501

Hervey Evans
McNair Seed Company
Fairly Street
Laurinburg, North Carolina 28352

Preston Harrell
Route 1
Saratoga, North Carolina 28352
Mebane, North Carolina 27302
John W. Andrews
Route 1
Robersonville, North Carolina 27871

Walter S. Stone
115 Infinity Road
Durham, North Carolina 27704

C. B. Strickland
350 North Stratford Road
Winston-Salem, North Carolina 27104

Fred G. Bond
Flue-Cured Tobacco Cooperative
Stabilization Corporation
522 Fayetteville Street
Raleigh, North Carolina 27605

Charles A. Harvey
Peoples Bank
Franklin Street at Western
Rocky Mount, North Carolina 27801

J. J. Harrington
Harrington Manufacturing Co., Inc.
Oak Grove Road
Lewiston, North Carolina 27849

H. L. Shelton
Export Leaf Tobacco Company
1601 West Leigh Street
Richmond, Virginia 23261

J. D. Rogers
Liggett and Myers, Inc.
Leaf Department
4100 Roxboro Road
Durham, North Carolina 27702

F. J. Shultz
Lorillard Research Center
420 English Street
Greensboro, North Carolina 27405

Rachel Speight Snyder
Speight Seed Farms, Incorporated
Winterville, North Carolina 28590

Helmut Wakeham
Philip Morris, Inc.
Petersburg Turnpike
Richmond, Virginia 23261

R. J. Works and Sons
1441 South Church Street
Rocky Mount, North Carolina 27801

W. A. Allen, Jr.
306 West Church Street
Farnville, North Carolina 27828

George B. Watson
Watson Seed Farms, Inc.
Route 2
Whitaker, North Carolina 27891

Ivan Neas
R. J. Reynolds Tobacco Company
Agricultural Research Department
401 North Main Street
Winston-Salem, North Carolina 27101

Clyde Auman
Route 1
West End,
North Carolina 27376

Wayne Corpening
Wachovia Bank & Trust Company
301 North Main Street
Winston-Salem, North Carolina 27101

John S. Campbell
American Leaf Organization
Imperial Group Ltd.
Highway 301 South
Wilson, North Carolina 27893

James W. Hill
Bright Belt Warehouse Association
Inc.
1306 Annapolis Drive
Raleigh, North Carolina 27608

James C. Green
Clarkton,
North Carolina 28433

Clyde Wayne
Brunswick,
North Carolina 28424

Spencer S. Edmondson, Sr.
Country Club Drive
Rocky Mount,
North Carolina 27801
Hugh C. Kiger  
Tobacco Association of the U. S. and 
the Leaf Tobacco Exporters Association  
406 Raleigh Savings & Loan Building  
Raleigh, North Carolina 27602  
Raleigh, North Carolina 27611  
Joseph R. Williams  
Suite 912, 1101 17th Street N.W.  
Washington, D. C. 20036

(10) The names and addresses of the Incorporators are

as follows:

Rudolph Pate  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

John D. Wright  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

J. A. Rigney  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

IN TESTIMONY WHEREOF, we have hereunto set our hands

and seals this 3rd day of October, 1975.

J. A. Rigney  
(SEAL)

Rudolph Pate  
(SEAL)

John D. Wright  
(SEAL)

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

THIS IS TO CERTIFY, that on the 3rd day of October, 1975,

before me, a Notary Public, personally appeared Rudolph Pate, John D.

Wright and J. A. Rigney who I am satisfied are the persons named in

and who executed the foregoing Articles of Incorporation, and I having

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 affixed

my official seal, this 3rd day of October, 1975.

Notary Public

My Commission Expires:

1-5-80