



State of 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
COALITION FOR FREEDOM, 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 19th day of May, 2003.

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION
JAN 3 3 43 PM '79 OF
THE COALITION FOR FREEDOM, INC.
SECRETARY OF STATE
NORTH CAROLINA

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I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator for the purpose of creating a non-profit corporation under the laws of the State of North Carolina as contained in Chapter 55A of the General Statutes of North Carolina entitled, "Non-Profit Corporation Act" and the several amendments thereto, do hereby set forth:

1. The name of the corporation is Coalition for Freedom, Inc.

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

3. The corporation is organized exclusively for educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) with the purpose of encouraging more widespread understanding of current social, economic, defense related, foreign policy, and other issues affecting public policy through (a) programs for the dissemination to the general public of information concerning such public policy issues and (b) programs to encourage members of the academic and other communities to engage in research and writing about such issues.

The corporation shall serve as a non-profit corporation and, in furtherance of the purposes hereinabove set out, shall have the power to solicit, accept, and receive funds from any person, organization, or other entity, including but not limited to other charitable or educational organizations, profit-making corporations, and individuals.

Consistent with the objectives and purposes set forth hereinabove, the corporation may exercise all powers

available to corporations under the North Carolina Non-Profit Corporation Act, subject to the restrictions, if any, contained in these Articles of Incorporation and the corporation's by-laws, including full power and authority to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation, provided that no part of the corporation's net earnings shall inure to the benefit of any member, director, or officer of the corporation, or to any individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no member, director or officer of the corporation, or any individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation.

The corporation shall have no power to declare dividends.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not in any manner participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall exercise only such powers and shall conduct or carry on only such activities as are consistent with the exempt status of organizations described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and the regulations

thereunder (as they now exist or as they may hereafter be amended), contributions to which are deductible for Federal income tax purposes.

Upon the dissolution or termination of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and the regulations thereunder (as they now exist or as they may hereafter be amended).

If the corporation shall during any period be treated as a private foundation as defined in Section 509 (a) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), the corporation shall during any such period:

(A) Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(B) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(C) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(D) Not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); and

(E) Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

4. The corporation shall have no capital stock.

5. The corporation may have members, which may be divided into such classes as shall be provided in the bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the bylaws. Members shall not be entitled to vote. Members shall not be entitled to vote. The qualifications and rights of members shall be provided in the bylaws.

6. The affairs of the corporation shall be managed by its Board of Directors. Directors of the corporation shall be elected in the manner provided for in the bylaws.

7. The address of the initial registered office of the corporation is as follows: 3825 Barrett Drive, Raleigh, Wake County, North Carolina 27609. The name of the initial registered agent of the corporation at the above address is Carter Wrenn.

8. The principal office of the corporation shall be located at 3825 Barrett Drive, Raleigh, Wake County, North Carolina 27609.

9. The number of persons constituting the Board of Directors shall be fixed from time to time by the corporation's bylaws, but shall in no event be less than three (3). The initial Board of Directors shall consist of three (3) persons, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Carter Wrenn	3825 Barrett Drive Raleigh, N. C. 27609
Thomas F. Ellis	Suite 200

Insurance Building
336 Fayetteville Street Mall
Raleigh, N. C. 27602
3825 Barrett Drive
Raleigh, N. C. 27602

Richard W. Miller

Each member of the initial Board of Directors shall serve until the first meeting of the corporation or until his successor is elected and qualified in the manner and for the terms provided in the bylaws of the corporation.

10. The name and address of the incorporator is:
Thomas F. Ellis, Suite 200, Insurance Building, 336 Fayetteville Street Mall, Raleigh, Wake County, North Carolina 27602.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this the 2nd day of January, 1979.


Thomas F. Ellis

STATE OF NORTH CAROLINA
COUNTY OF WAKE

This is to certify that on the 2nd day of January, 1979 before me, a Notary Public, personally appeared THOMAS F. ELLIS who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the use and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 2nd day of January, 1979.

Mary Katherine Legg
Notary Public

My Commission Expires:

My Commission Expires November 29, 1983

L/SP/K

