

**ARTICLES OF INCORPORATION:**

**Submarine USS North Carolina SSN 777 Club**

(a nonprofit corporation)

Pursuant to N.C. Gen. Stat. § 55A-2-02, the undersigned submits these Articles of Incorporation (the "Articles") for the purpose of forming a nonprofit corporation under the laws of the State of North Carolina.

**ARTICLE I**

The name of the corporation is Submarine USS North Carolina SSN 777 Club (the "Corporation").

**ARTICLE II**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III**

The Corporation is organized as a charitable corporation, as defined in N.C. Gen. Stat. §55A-1-40(4), exclusively for charitable, educational, scientific or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"). As used in these Articles, references to the Code shall mean the Internal Revenue Code of 1986, as the same may be amended from time to time, and references to a particular Code section shall include the corresponding provisions of any future United States internal revenue law.

The purposes for which the Corporation is organized are:

- (a) To foster ongoing contact between the USS North Carolina (SSN 777) nuclear powered attack submarine and interested persons in the State of North Carolina;
- (b) To sponsor ongoing support for the morale and welfare of the crew and families of the USS North Carolina (SSN 777), including during times of arduous sea duty and extended separation;
- (c) To encourage public discourse and understanding of the missions and capabilities of the United States submarine force, the principles of freedom of navigation under the United Nations Convention on the Law of the Sea, and contribute to the preservation, analysis and dissemination of the history and heritage of the USS North Carolina (SSN 777);
- (d) To engage in any and all other lawful activities that are appropriate to carry out and fulfill any or all of the foregoing purposes, or any related or incidental purposes; and
- (e) To carry out the purposes herein above set forth in any state of the United States to the extent that such purposes are permitted by the law of such state.

The foregoing clauses shall be construed as both objects and powers, and such enumeration of specific purposes, objects, and powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation and the Corporation shall have and may exercise all powers conferred on a nonprofit corporation by the laws of the State of North Carolina, now or hereafter in effect.

#### ARTICLE IV

The name and the address of the organizer executing these Articles of Incorporation is as follows:

Jeffrey J. Truitt  
150 Fayetteville Street, Suite 2300  
Raleigh, Wake County, North Carolina 27601.

The street and mailing address of the initial registered office of the Corporation is 327 Hillsborough Street, Raleigh, Wake County, North Carolina 27603.

The name of the Corporation's initial registered agent at such address is Corporation Service Company.

The street address and county of the principal office of the Corporation is 150 Fayetteville Street, Suite 2300, Raleigh, Wake County, North Carolina 27601.

#### ARTICLE V

The Corporation shall have no members.

#### ARTICLE VI

The Corporation is intended to qualify as a tax-exempt, charitable, educational, scientific or literary organization within the meaning of Section 501(c)(3) of the Code. The affairs of the Corporation shall be conducted in such manner as to qualify for tax exemption under that Code section and any related Code section. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (provided, however, that the Corporation, in this regard, may, but is not required to, elect to be governed by the objective expenditure limits of Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE VII

Upon the dissolution or final liquidation of the Corporation, after payment or provision for payment of all the liabilities of the Corporation, the Corporation's remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, all as the board of directors of the Corporation may determine, in accordance with the provisions of N.C. Gen. Stat. § 55A-14-03, and other applicable laws or any successor provisions thereto. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such exempt or public purposes.

## ARTICLE VIII

The number, manner of election or appointment, the qualifications and the term of the directors of the Corporation shall be as set forth in the bylaws of the Corporation adopted by the directors. Such provisions shall not be in conflict with the provisions and requirements of the North Carolina Nonprofit Corporation Act (as it may be amended from time to time).

## ARTICLE IX

To the fullest extent permitted by the North Carolina Nonprofit Corporation Act and the North Carolina Business Corporation Act to the extent that it applies (as they now exist or may hereafter be amended), no person who is serving or who has served as a director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a director. No amendment or repeal of this Article, nor the adoption of any provision to these Articles inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption (provided, however, that the Corporation, in this regard, may, but is not required to, elect to be governed by the objective expenditure limits of Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

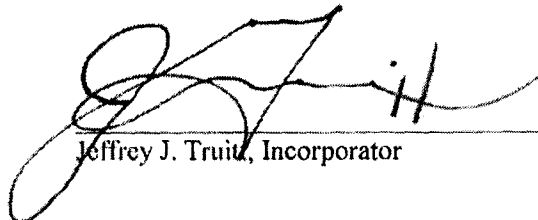
## ARTICLE X

In addition to the powers granted to corporations under the laws of the State of North Carolina, the Corporation shall have full authority to adopt bylaws, policies and programs for the regulation of its internal affairs and the conduct of its business in such form and method as are not in conflict with or in violation of such laws, except as prohibited by the provisions of these Articles.

## ARTICLE XI

These Articles shall be effective upon filing.

This the 4<sup>th</sup> day of August, 2016.

  
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Jeffrey J. Truit, Incorporator