



# NORTH CAROLINA

## Department of the Secretary of State

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**To all whom these presents shall come, Greetings:**

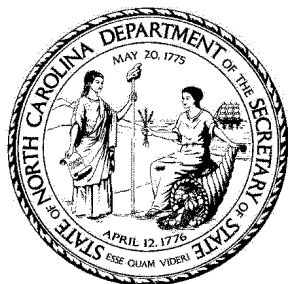
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

### THE INSTITUTE FOR ANACYCLOSIS

the original of which was filed in this office on the 26th day of April, 2013.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of April, 2013.

*Elaine F. Marshall*

**Secretary of State**

ARTICLES OF INCORPORATION  
NONPROFIT CORPORATION

OF

THE INSTITUTE FOR ANACYCLOSIS

Pursuant to Section 55A-2-02 of the North Carolina General Statutes, the undersigned Corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit Corporation.

1. The name of this Corporation is: The Institute for Anacyclosis.
2. This Corporation is a charitable or religious corporation as defined in North Carolina General Statute Section 55A-1-40(4). This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code.
3. The registered agent and registered office of this Corporation are located in Orange County, North Carolina. The street and mailing address of the registered agent and registered office are:

Timothy R. Ferguson  
1515 E. Franklin St. #15  
Chapel Hill, NC 27514

4. The principal office of this Corporation is located in Orange County, North Carolina. The mailing address of the principal office is:

The Institute for Anacyclosis  
c/o Timothy R. Ferguson  
1515 E. Franklin St. #15  
Chapel Hill, NC 27514

5. The street address of the principal office is:

1515 E. Franklin St. #15  
Chapel Hill, NC 27514

6. The name and address of the incorporator of this Corporation is:

Timothy R. Ferguson  
1515 E. Franklin St. #15  
Chapel Hill, NC 27514

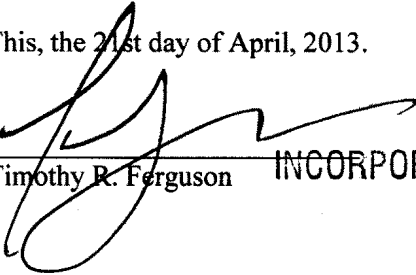
7. This Corporation does not have members.
8. No director, officer, or any other private individual shall receive at any time any of the net earnings from the operations of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and

distributions in furtherance of the Corporation's tax exempt purposes. Notwithstanding any other provisions 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 Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a charitable or religious corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office.

9. No director of the Corporation shall have 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; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to: (i) any acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the Corporation; (ii) any liability of such director arising under Section 55A-8-32 or Section 55A-8-33 of the North Carolina General Statutes in connection with any loan, guaranty or other form of security made or provided by the Corporation to or for the benefit of any of the directors or officers of the Corporation, other than loans, guaranties or other forms of security made to full-time employees of the Corporation who are also directors or officers of the Corporation by action of the board of directors in accordance with the provisions of Section 55A-8-31(a) of the North Carolina General Statutes; (iii) any transaction from which such director derived an improper personal financial benefit (other than reasonable compensation or other reasonable incidental benefit for or on account of such director's services as a director, trustee, officer, employee, independent contractor, attorney or consultant of the corporation); or (iv) any acts or omissions occurring prior to the effectiveness of this Article. Furthermore, notwithstanding the foregoing provisions, in the event that Section 55A-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the directors, the personal liability of the Corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law. This Article shall not affect or prohibit any provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws, or contract or resolution of the Corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.
  
10. Upon the dissolution of the Corporation, the board of directors of the Corporation shall, after paying and making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal tax law), as the Board of Directors shall so determine. Without limiting the foregoing, in the absence of specific further direction from the board of directors, all distributable assets shall be distributed to The Citadel, The Military College of South Carolina, upon dissolution of the Corporation, provided that such institution then qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any such asset 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 said Court shall determine, which are organized and operated exclusively for such purposes.

11. These Articles will be effective on April 29, 2013.

This, the 21st day of April, 2013.

  
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Timothy R. Ferguson INCORPORATOR