

**ARTICLES OF INCORPORATION  
OF  
WAKE COUNTY BAR ASSOCIATION, INC.**

**A Non-Profit Corporation**

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators 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:

**ARTICLE I**

The name of the corporation is WAKE COUNTY BAR ASSOCIATION, INC.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purposes for which the corporation is organized are:

- (a) To promote and improve the administration of justice in Wake County with a high degree of integrity and competency.
- (b) To promote and support adherence to the Rules of Professional Conduct and the Code of Judicial Conduct as prescribed and adopted by the North Carolina State Bar.
- (c) To maintain and improve the standards for delivery of legal services in Wake County.
- (d) To promote and protect the professional interests of lawyers and advance the legal profession in Wake County.
- (e) To engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the State of North Carolina.

This corporation is organized and shall be operated exclusively as a professional association and not for profit. No part of the earnings of this corporation or the funds contributed by any person or corporation shall inure to the benefit of any director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. In the event of

the liquidation or dissolution of the corporation, whether voluntary, or involuntary, no director or officer of the corporation or any private individual shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes similar in nature to those set forth in Article III of this certificate and within the intentment of Section 501(c)(6) of the Internal Revenue Code of 1954 and the regulations thereunder as the same exist or as they may be hereafter amended from time to time. Notwithstanding anything herein to the contrary, this corporation shall engage in no act or activities which is prohibited for organizations described in Section 591(c)(6) of the Internal Revenue Code of 1954, as amended.

#### **ARTICLE IV**

In order to properly prosecute the objects and purposes set forth, this corporation shall have all the powers vested in corporations by the laws of the state of North Carolina, Chapter 55A, Section 15, and other laws relating to corporations which may appear in the General Statutes of North Carolina, together with all amendments thereto, past and future, which powers shall include, but the inclusion of such powers shall not be deemed as exclusive of other powers vested in the following powers: This corporation shall have full power and authority to acquire real or personal property by gift, contribution, bequest, devise, purchase, lease, exchange, or by any other manner, and to hold legal or equitable title to real and personal property; to borrow money, issue bonds, indentures or other evidences of indebtedness, secured or unsecured; to sell, buy, lease, encumber, mortgage, pledge, donate and otherwise deal with, acquire and dispose of real and personal property, either one or both, and generally to perform all acts which may be deemed necessary, expedient or proper by the corporation for the successful carrying out of the objects and purposes for which the corporation is formed.

#### **ARTICLE V**

The Corporation shall not have any shares of capital stock, but it shall have members which may be divided into such classes as shall be provided by the ByLaws. All members shall be accepted, appointed, elected or designated in the manner provided in the By-Laws.

#### **ARTICLE VI**

The directors of the corporation shall be elected by the members in the manner provided in the By-Laws.

#### **ARTICLE VII**

The address of the initial registered office of the corporation is: 300 S. Salisbury Street, Wake County, Raleigh, North Carolina; and the initial registered agent of the corporation at such address is: Robert L. McMillan, Jr.

## ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be thirteen (13) and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Thomas W. H. Alexander  
6800 Jean Drive  
Raleigh, Wake County, North Carolina 27612

William A. Creech  
1208 College Place  
Raleigh, Wake County, North Carolina 27605

Wright T. Dixon, Jr.  
414 Marlowe Road  
Raleigh, Wake County, North Carolina 27609

Sidney S. Eagles, Jr.  
5005 Glen Forest Drive  
Raleigh, Wake County, North Carolina 27612

M. Marshall Happer, III  
3349 Coleridge Drive  
Raleigh, Wake County, North Carolina 27609

John Lee Jernigan  
3225 Landers Road  
Raleigh, Wake County, North Carolina 27609

James M. Kimzey  
2011 Stone Street  
Raleigh, Wake County, North Carolina 27608

Robert L. McMillan, Jr.  
216 Hawthorne Road  
Raleigh, Wake County, North Carolina 27605

Thomas Peter McNamara  
905 Glen Eden Drive  
Raleigh, Wake County, North Carolina 27612

Charles F. Powers, III  
2117 Woodland Avenue  
Raleigh, Wake County, North Carolina 27608

Ann Reed  
3835 Browning Place  
Raleigh, Wake County, North Carolina 27609

Charles H. Sedberry  
510 Yarmouth Road  
Raleigh, Wake County, North Carolina 27609

Henry H. Sink  
1320 Rand Drive  
Raleigh, Wake County, North Carolina 27608

## ARTICLE IX

The names and addresses of all the incorporators are:

Thomas W. H. Alexander  
6800 Jean Drive  
Raleigh, Wake County, North Carolina 27612

William A. Creech  
1208 College Place  
Raleigh, Wake County, North Carolina 27605

Wright T. Dixon, Jr.  
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Raleigh, Wake County, North Carolina 27609

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Raleigh, Wake County, North Carolina 27609

Henry H. Sink  
1320 Rand Drive  
Raleigh, Wake County, North Carolina 27608

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 4th day of December 1975.

/s/ Thomas W. H. Alexander (SEAL)

/s/ William A. Creech (SEAL)

/s/ Wright T. Dixon, Jr. (SEAL)

/s/ Sidney S. Eagles, Jr. (SEAL)

/s/ M. Marshall Happer, III (SEAL)

/s/ John Lee Jernigan (SEAL)

/s/ James M. Kimzey (SEAL)

/s/ Robert L. McMillan, Jr. (SEAL)

/s/ Thomas Peter McNamara (SEAL)

/s/ Charles F. Powers, III (SEAL)

/s/ Ann Reed (SEAL)

/s/ Charles H. Sedberry (SEAL)

/s/ Henry H. Sink (SEAL)

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