

Title in Office of Secretary of State

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ARTICLES OF INCORPORATION

OF

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YADKIN VALLEY ECONOMIC DEVELOPMENT DISTRICT, INCORPORATED

EDDIE
SECRETARY OF STATE
NORTH CAROLINA

(A Non-Profit Corporation)

We, the undersigned natural persons of the age of twenty-one 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 55-A 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 Yadkin Valley Economic Development District, Incorporated.

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

3. This corporation is organized for the purpose of promoting the economic development of the geographical area of Stokes, Surry, Yadkin, and Davie Counties and of primary and particular concern to the corporation is the economic enhancement of those persons, groups, and families who live in a status of poverty and the corporation will be engaged in such activities and providing such assistance, guidance and supervision in conjunction with and with the co-operation of the particular non-profit corporations, planning boards, public agencies and other anti-poverty agencies and organizations which are organized for the same or similar purposes within each of the aforesaid counties and functioning on a county wide basis which are organized to do the following:

- (a) To explore, investigate, survey, study and determine the existence, extent, causes of and incidents of poverty, the number of persons and families and the composition of families living in a state of poverty, the extent of their underemployment and unemployment, the source and extent of their income, the number of persons, families and composition of families receiving public assistance and the causes requiring their need for public assistance, housing, health, and sanitary conditions and environmental surroundings of persons and families living in a state of poverty, and the kind, quality and extent of their education, all without regard to race, class, creed or color of such persons and families;
- (b) To survey, examine and study the existence and extent of the community action programs which treat or offer sound solutions to one or more aspects of the problems of poverty and their causes;

- (c) To conduct special studies and surveys designed to identify the service systems in the fields of education, employment, health, family welfare and housing, youth service, legal service, and other such service systems, whether Federally sponsored, State sponsored, locally sponsored or privately sponsored, which deal with the problems of poverty in the community, the agencies which make up the systems, the way in which these agencies relate to one another and how these agencies can be mobilized so that their combined resources will be utilized in a co-ordinated attack on poverty and its causes and to work with any and all such agencies and systems, public and private, which are intimately concerned with low income individuals and families in a positive and co-ordinated effort to eliminate one or more causes of poverty;
- (d) To plan, develop and implement a broad and comprehensive program composed of a variety of project activities designed to alleviate conditions and causes contributing to poverty in selective communities of the counties (and each of them) and to improve the socio-economic, educational, health, psychological, moral and environmental aspects of the lives of all persons and members of families chosen to participate in such project activities and programs in the counties (and each of them) without regard to race, creed or color of such participants ultimately improving the socio-economic conditions of the total of the counties (and each of them) and to program and conduct such educational and charitable activities as may be necessary and worthwhile or desirable in the planning, development and constructive implementation of such activities and programs.
- (e) To develop, plan and implement such activities and programs as are capable of developing employment opportunities, improving human performance, motivation and productivity and bettering the conditions under which people live, learn and work in order to help the poor and povertous persons and families to move out of the status of poverty and into the mainstream of American life utilizing available resources and concentrating such programs upon neighborhood areas or groups without regard for race, creed or color where they can have maximum impact in order to achieve the reasonable prospect of success in the elimination of the causes of poverty in the counties (and each of

them), achieving maximum utilization of all resources available whether public or private, whether available under the Federally sponsored Appalachian Regional Development Act or programs under similar titles, the Federally sponsored Economic Opportunity Act, the North Carolina Fund, the U. S. Department of Labor Manpower Administration, Neighborhood Corps or other Federal and State sponsored programs dealing with facets of poverty or local and privately sponsored programs concerned with the problem of poverty.

- (f) To explore, investigate, survey, research, study and develop project activities and programs which are concerned with problems of employment, job training and counselling, health, vocational rehabilitation, housing, home management, welfare and special remedial and other noncurricular educational activities which bear special and particular relationship to the conditions and causes of poverty and to develop and co-ordinate programs which provide new services, extend existing services or which may alter current services or which may be capable of educating and motivating individuals, recipients and participants to use existing services of which they are not aware or which they do not know how to use and to expand available services to all such persons without regard to race, creed or color in an effort to afford a permanent increase in the capacity of individuals, groups, and communities to deal with their problems without further assistance and affording to them the capacity to be self-sustaining in the counties (and each of them);
- (g) To receive and expend with the greatest possible wisdom and efficiency appropriations or grants from the North Carolina Fund or the Federal Office of Economic ~~Equal~~ Opportunity, from the Federal Office of the Appalachian Regional Commission or from other sources Federal, State or local, public and private, as well as grants and donations of funds, facilities, properties, real and personal, materials and resources which will be useful to the purposes of the program provided that such appropriations or grants or donations are received solely for educational and charitable purposes and activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code;
- (h) To do any and all lawful acts and things and engage in any and all lawful activities which may be necessary or desirable in connection with one or more of the aforesaid purposes; provided, however, that this corporation shall only engage in such activities within the meaning of those provisions of the Federal Internal

Revenue Code and particularly Section 501 (c) (3) as it may now exist or hereafter be amended, which pertain to tax exemption of non-profit organizations engaged in educational and charitable activities.

In addition to the foregoing, the corporation is organized to engage in regional planning with other counties, public agencies, State or Federal, local and elsewhere within and without the State of North Carolina for the purpose of formulating economic development plans affecting the geographical area for which this corporation is organized to serve and such neighboring counties and economic development districts within and without the State of North Carolina in order to achieve the maximum benefits from programs, projects and developmental activities which are common to and which affect any or all such counties, economic development districts and other geographical or governmental units adjacent to or near the four county area this corporation is organized to serve.

4. There are to be no members of the corporation.

5. Subject to the provisions of Sub-section B, the directors of the corporation shall be chosen in the following manner:

(a) Each county, acting by and through its local anti-poverty agency serving and functioning within the county on a county wide basis, shall designate 9 persons to serve as directors for and with the corporation, to form an initial board membership of 36 persons and each county shall select a minimum of 3 persons to represent public and private agencies; 3 persons to represent the leadership of important community and charitable agencies; and 3 persons to represent minority groups and members of the groups to be served by the programs and project activities to be implemented within said counties in fulfillment of the purposes for which the corporation is organized and for which the local anti-poverty agency is formed. Of the representatives so selected, initially, 3 shall be designated to serve for a term of one year, 3 shall be designated to serve for a term of two years, and 3 shall be designated to serve for a term of three years. Thereafter all positions shall be filled by persons selected in the manner aforesaid, for a term of three years. Each county, acting by and through the anti-poverty agency serving that particular county, shall bear the responsibility of selecting representatives to serve on the Board of Directors of the corporation and shall fill vacancies by appropriate appointment for the unexpired term of any representative who shall, for any reason, leave his position as a member on the Board of Directors vacant.

(b) The representatives so chosen shall determine whether their composition is such as complies with the requirements of the Economic Opportunity Act and the regulations

Promulgated by the United States Office of Economic Opportunity. If so satisfied the representatives chosen in the manner described in Sub-section A of this article shall constitute the initial Board of Directors. If the representatives are not satisfied that their composition complies with the requirements of the Economic Opportunity Act and the promulgations of the United States Office of Economic Opportunity, they shall be empowered to recommend appointment of different persons by the anti-poverty agency of each county in such manner and on such terms as will, when done, afford a membership on the Board of Directors which does comply with the provisions of the Economic Opportunity Act and the promulgations of the United States Office of Economic Opportunity and the representatives ultimately chosen shall constitute the initial Board of Directors of the corporation.

- (c) The Board of Directors may, from time to time, by majority vote of the membership present and voting adopt such resolutions and motions providing for the enlargement of its membership for such reasons and in accordance with such criteria and formulae by it deemed advisable and appropriate. The membership of the Board of Directors shall be deemed complete for the purpose of transacting the business of the corporation on the occasion of any regular or special meeting of the Board of Directors whether or not new positions for membership on the Board of Directors have been filled in accordance with motions or resolutions previously adopted at any Board meeting providing for the enlargement of the members of the Board of Directors.

6. In carrying out its purposes and in exercising its powers, the corporation shall be subject to the limitation that:

- (a) No part of its net earnings nor assets shall inure to the benefit of any private shareholder, member or individual;
- (b) No substantial part of its activities shall involve the carrying out of propaganda, or otherwise attempt to influence legislation or the advocacy of or the campaigning for objectives which can be obtained only by legislation or for the defeat of proposed legislation;
- (c) The corporation shall not participate in or intervene in (including the publication or distribution of state-

ments) any political campaign on behalf of any candidate for public office;

- (d) The corporation shall not engage in any activity which would cause the corporation to fail to qualify under Section 501 (c) (3) of the U. S. Internal Revenue Code or successor provisions thereto.

7. The address of the initial registered office of the corporation is 150 North Main Street, Mount Airy, North Carolina (Surry County). The registered office of the corporation may be changed by appropriate action on the part of the Board of Directors and appropriate notification of such action shall be forwarded to the North Carolina Secretary of State.

The name of the initial registered agent of the corporation at the above address is Carroll F. Gardner.

8. The number of directors constituting the initial Board of Directors shall be thirty-six (36) and the names, positions, descriptions, and addresses of the persons who are to serve as Directors until the first meeting of the corporation or until their successors are selected and qualified are:

<u>Names and position</u>	<u>Description</u>	<u>Street Address</u>	<u>City</u>
Clyde W. Young	City Commissioner		Mocksville NC
Leo Franklin Williams	Co. Ext. Chairman	Jericho Road	Mocksville NC
George Wilson Martin	Attorney	No. 1, Court Square	Mocksville NC
Reid Lemuel Towe, Farmer &	Community Leader	Davie Academy Road	Mocksville NC
Benjamin Earl Stewart, Jr.	Community Leader (Mfg.)	33 Center St.	Cooleemee NC
Harold Franklin Foster	Labor Union Leader	64 Duke St.	Cooleemee NC
James Edgar Everidge	Supt., Davie Schools	Hollander Drive	Mocksville NC
Booker Thomas Williams	NAACP, Negro	N. Main Street	Mocksville NC
Ivan William I James	Minister, Negro	Rt. 1, Callahan Rd.	Mocksville NC
Nellie Reynolds	Housewife, Negro	Rt. 1	Pinnacle NC
Essie Joyce	Farmer, Negro	Rt. 1, Box 48	Belews Creek NC
David Alley	Farmer, Target Grp.	Rt. 1	Danbury NC
S.P. Brandon	Community Leader (Lions) -	Rt. 1	King NC
John L. Hairston	School Prin., Negro	Gen. Delivery	Pine Hall NC
Emmet Waller	Community Leader (Lions) -	P.O. Box 365	Walnut Cove NC
D.R. Baxley	Health Department	Rt. 1	Walnut Cove NC
Ralph Mills	County Commissioner	Box 355	Walnut Cove NC
William Gentry	Welfare Department	Box 275	King, NC
Joe C. Matthews	Welfare Department		Yadkinville NC
Arthur Lamson	Parent-Teachers Asso.	Shacktown Road	Yadkinville NC
Clint Poindexter	Grange Representative	Rt. 1	East Bend, NC
Brady Hinson	Negro, Target Group		Jonesville NC
Dwight Brendle	Community Leader (Lions)		Boonville NC

9. The names and addresses of all the incorporators are:

<u>Name</u>	<u>Street Address</u>	<u>City</u>
Ralph R. Mills	Box 355	Walnut Cove, NC
T. B. Bowman	Rt. 1	Westfield NC
Eugene A. Lyons		Lawsonville NC

10. Except as hereinafter otherwise provided or limited, the corporation in addition to the powers granted non-profit corporations under the laws of the State of North Carolina, shall have full power and authority to:

- (a) Do such things as are necessary or desirable for advancing the general welfare of the people of Surry, Stokes, Yadkin and Davie counties without regard for race, creed, or color and the surrounding area thereof for educational, developmental, research, or civic betterment purposes in such counties and areas;

- (b) To study the problems involved in exercising the foregoing powers, obtain grants for research, pilot, experimental, demonstration and other projects directed toward the attainment of solutions of such problems and make and recommend grants for research, pilot, experimental, administration and other projects directed toward the solution of such problems and additionally make available professional staff services to private and public agencies concerned with and seeking solutions to such problems, to encourage cooperative State and community action in devising and developing such solutions and to encourage wise use of public and philanthropic funds dedicated to any of the purposes of the corporation;
- (c) Do any and all lawful acts and things, and engage in any and all lawful activities which may be necessary or desirable in connection with one or more of the purposes of the corporation;
- (d) To receive funds from the State of North Carolina and from the Federal government, its commissions and administrative and departmental bodies and from other sources, public or private, and to hold and manage these funds solely for one or more of the purposes hereinbefore set forth and to disburse as grants, loans or as a combination of both, such funds as the corporation may possess and in such quantities as it in its sole discretion may deem appropriate and constructive for such purposes and to prescribe reasonable conditions and terms upon which such grants, loans or contributions or combinations thereof as may be made for such purposes;
- (e) This corporation shall in no event be empowered to engage in any activities which shall not be "educational and charitable" which is within the meaning of Section 501 (c) (3) of the Federal Internal Revenue Code or its successor provisions, nor shall it be empowered to engage in any transaction which, under Section 501 or 503 of the Internal Revenue Code, would deprive it of any federal tax exemption to which it might otherwise be entitled.

11. In the event of dissolution or liquidation of this corporation, all of its assets shall, subject to such restrictions and limitations as may accompany grants or appropriations made to the corporation, be returned to the donating, granting, or lending agency, body, organization, group, or fund, or the same shall be turned over to the counties in proportion of their contributions or to some non-profit corporation which shall be engaged only in such educational and charitable activities and which at the time possesses tax exemption under Section 501 (c) (3) of the Internal Revenue Code or successor provisions and all assets which

may belong to the corporation in the event of its dissolution or liquidation shall be used for educational and charitable activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 13 day of September, A.D., 1965.

Ralph B. Mills
F. B. Bowman
Eugene A. Taylor

STATE OF NORTH CAROLINA
COUNTY OF SURRY

This is to certify that on the 13 day of Sept, A.D., 1965, before me, William L. Bell, personally appeared:

Ralph B. Mills
F. B. Bowman
Eugene A. Taylor

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 official seal, this the 13th day of Sept, A.D., 1965.

My Commission Expires January 19, 1966

William L. Bell