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ARTICLES OF INCORPORATION

of

THE GREEN HILL ART GALLERY, INC.

THIS IS TO CERTIFY that we, the undersigned, do hereby associate ourselves into a corporation for charitable, educational, and literary purposes under and by virtue of the laws of the State of North Carolina, and to that end do hereby set forth:

I.

The name of the corporation is The Green Hill Art Gallery, Inc..

II.

The location of the principal office of the corporation is in the City of Greensboro, State of North Carolina, but it may have one or more branch offices within or without this state.

III.

The objects for which the corporation is formed are as follows:

On a local and regional basis:

- (a) To encourage, develop, and stimulate in the general public, ~~an~~ appreciation, enjoyment, and understanding of works of fine art and the artistic process; and
- (b) To aid, encourage, assist and educate individuals in the development of their artistic talents.

In order properly to prosecute the objects and purposes set forth above, the corporation shall have all of the powers which now are or may hereafter be permitted to it under the laws of the State of North Carolina and, in addition full power and authority to purchase, lease, receive by way of gift, devise, bequest or otherwise, either absolutely or in trust, for such objects and purposes or any of them, and to own, hold, mortgage, lease, convey, transfer, assign or otherwise dispose of, by way of gift or otherwise, all kinds of property, both real and personal, and any interest or estate therein of whatsoever nature; to make distribution, disbursements, transfers of money or other property for such objects and purposes or any of them, either directly or by distribution to other agencies, organizations, associations or institutions organized for the same or similar objects or purposes or any of them for exclusively public purposes; to distribute for such objects and purposes, or any of them, the income and the principal of any property owned by the corporation;

to make loans, either secured or unsecured and either with or without the payment of interest, for such objects or purposes or any of them; to lease, construct, equip and maintain buildings, or galleries for the objects and purposes of the corporation and particularly for the display of works of art to the general public; to borrow money and give as security for the payment thereof the notes, bonds, debentures or other obligations or evidences of indebtedness of the corporation, without being limited in the amount thereof to any extent, and as security for the payment thereof, to mortgage, pledge or otherwise encumber the whole or any part of the property of the corporation, to make agreements and contracts of every kind and description; and generally to perform all acts which may be deemed necessary or expedient for the proper prosecution of the objects and purposes of the corporation. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. All of the funds and properties of the corporation shall be held and administered exclusively to effectuate such objects and purposes and not for private benefit or profit. Such objects and purposes shall, in any event, be restricted to those objects and purposes set forth in section 501 (c) (3) of the Internal Revenue Code.

IV.

(a) The Corporation, being organized for benevolent, educational, and charitable purposes, shall have no stock.

(b) The membership shall be open to all individuals interested in the visual arts and its role in the community, and desiring to participate in the educational, social and instructional activities in order to promote the aims set forth in the objects for which this corporation is formed, in ARTICLE III.

V.

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Mrs. John R. Beaman, Jr.	2512 Overbrook Dr., Greensboro, N.C. 27408
Mrs. Edwin D. Seagraves	713 Lipscomb Rd., Greensboro, N.C. 27410
Mrs. Ervin Edwards	2601 Fairway Dr., Greensboro, N.C. 27408
Mrs. John Latham, Jr.	1006 Dover Rd., Greensboro, N.C. 27408

VI

The period of duration of this corporation is perpetual.

VII

(a) The directors of the corporation shall constitute its governing body.

(b) The corporation shall have such officers with such powers and duties as may from time to time be provided in the by-laws.

(c) No compensation shall be paid to any director or officer of the corporation or to any other person except such amount as shall be reasonable compensation for actual services rendered or expenses incurred in carrying out the objects and purposes of the corporation.

(d) The directors of the corporation shall have power by vote of two-thirds of the directors present at any duly constituted meeting of the directors to make, alter, amend or rescind the by-laws of the corporation.

(e) No amendment of this certificate of incorporation, nor any merger or consolidation of the corporation with any other corporation or corporations, nor any re-organization, dissolution or termination of the corporation shall cause a diversion of the funds or properties of the corporation for objects or purposes other than those within the scope of Article III above of this certificate of incorporation.

VIII

The initial Board of Directors shall be:

Mrs. John Robert Beaman, Jr. 2512 Overbrook Dr., Greensboro, N.C. 27408

Mrs. John Latham, Jr. 1006 Dover Rd., Greensboro, N.C. 27408

Mrs. Edwin D. Seagraves 713 Lipscomb Rd., Greensboro, N.C. 27410

Mrs. Ervin Edwards 2601 Fairway Dr., Greensboro, N.C. 27408

IX

The initial registered office of the corporation shall be 702 Battleground Ave., Greensboro, Guilford County, North Carolina; and the initial registered agent at such address is Mrs. John R. Beaman, Jr.

In testimony whereof, we here hereunto set our hands and affix our seals, this the 7th day of October, 1974.

1s/ Mrs. John R. Beaman, Jr. (SEAL)
Mrs. John R. Beaman, Jr.

1s/ Mrs. Edwin D. Seagraves (SEAL)
Mrs. Edwin D. Seagraves

1s/ Mrs. Ervin Edwards (SEAL)
Mrs. Ervin Edwards

1s/ Mrs. John Latham, Jr. (SEAL)
Mrs. John Latham, Jr.

