

STATE OF  
NORTH  
CAROLINA



Department of The  
Secretary of State

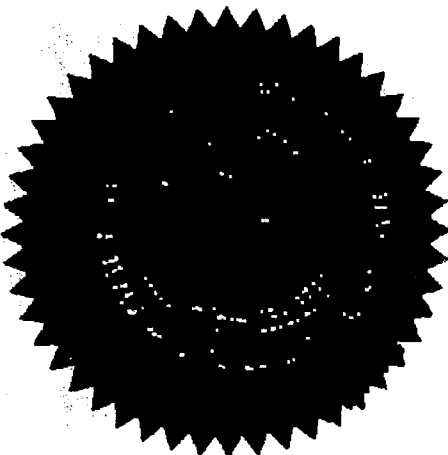
To all whom these presents shall come, Greetings:

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  
SOURCE FORCE CORPORATION

*the original of which was filed in this office on the 30th day of September, 1997.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 30th day of September, 1997.*



*Elaine F. Marshall*

*Secretary of State*

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State of North Carolina  
Department of the Secretary of State

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ARTICLES OF INCORPORATION  
NONPROFIT CORPORATION

EFFECTIVE  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

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

1 The name of the corporation is SOURCE Force Corporation

2  (Check only if applicable.) The corporation is a charitable or religious corporation as defined in N.C.G.S. Section 55A-1-10(4).

3. The street address and county of the initial registered office of the corporation is:

Number and Street 3045 Sylvania Drive  
City, State, Zip Code Raleigh, NC 27607 County Wake

4. The mailing address if different from the street address of the initial registered office is:

\_\_\_\_\_

5. The name of the initial registered agent is.

John M. Byrns, Jr.

6. The name and address of each incorporator is as follows:

Suzanne Lewis Brown	3045 Sylvania Drive	Raleigh	NC	27607
John M. Byrns, Jr.	3504 Horton St. - Apt 102	Raleigh	NC	27607-3425
George Quartell	5509 Shadowbrook Dr.	Raleigh	NC	27612
George A. Smith	218 Fairview Rd	Cary	NC	27511
Barnsley Brown, PhD.	105 Fidelity St. -Apt. 105	Carrboro	NC	27510

7. (Check either a or b below.)

- a.  The corporation will have members.
- b.  The corporation will not have members.

8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.

9. Any other provisions which the corporation elects to include are attached.

10. The street address and county of the principal office of the corporation is:

3045 Sylvania Drive; Raleigh, NC 27607 County Wake

11 The mailing address if different from the street address of the principal office is:

\_\_\_\_\_

12. These articles will be effective upon filing, unless a later time and/or date is specified: \_\_\_\_\_

This is the 26<sup>TH</sup> day of SEPTEMBER, 1997.

*John M. Byrns, Jr.*

\_\_\_\_\_  
*Signature of Incorporator*

**INCORPORATOR**  
JOHN M. BYRNS, JR. - INITIAL REGISTRATION AGENT  
*Type or print Incorporator's name and title, if any*

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State. (Revised July 1994)

CORPORATIONS DIVISION

300 N. SALISBURY STREET

RALEIGH, NC 27603-5909

## **11A. NON-PROFIT STATUS**

1. The corporation is organized exclusively for charitable and educational 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
2. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 listed in section 11A.1 herein above. 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 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
3. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all 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 organization or organizations organized and operated exclusively for charitable, educational, 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 of 1986 (or the corresponding provision of any future United States Revenue Law), as the Board of Trustees shall determine. 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 said court shall determine, which are organized and operated exclusively for such purposes.

# BYLAWS

of

## SOURCE Force Corporation

### ARTICLE I - OFFICES

**SECTION 1. PRINCIPAL OFFICE.** The principal office of the corporation shall be in the city of Raleigh, Wake county, State of North Carolina.

**SECTION 2. REGISTERED OFFICE.** The registered office of the corporation shall be established and maintained at 3045 Sylvania Drive, in Raleigh, North Carolina, 27607

### ARTICLE II - CONDUCT OF MEETINGS

**SECTION 1. ROBERT'S RULES.** Robert's Rules of Order shall be the standard for conducting any meeting of the corporation directors.

### ARTICLE III - DIRECTORS

**SECTION 1. CATEGORIES.** There are two categories of Directors: (1) Voting and (2) Honorary.

**SECTION 2. VOTING DIRECTORS - NUMBER AND TERM.** The number of Voting Directors shall be four (4). Voting directors shall be solely responsible for the operation of the corporation. Voting Directors shall serve staggered terms of four years each. One Voting Director shall be elected at the first meeting of each year. Each Voting Director shall be elected to serve until his successor shall be elected and shall qualify.

**SECTION 3. HONORARY DIRECTORS - NUMBER AND TERM.** There may be any number of honorary directors at any time. Honorary Directors are selected by and serve terms determined by the Voting Directors. Honorary Directors may attend any meeting of the Voting Directors, but shall not vote on any action taken by the Voting Directors.

**SECTION 4. RESIGNATIONS.** Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified therein, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective.

**SECTION 5. - VACANCIES.** If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum may, by a majority vote, appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

**SECTION 6. REMOVAL.** Any director or directors, either voting or honorary, may be removed either for or without cause at any time by the affirmative vote of the remaining Voting Directors at the next meeting of the voting directors.

**SECTION 7. INCREASE IN NUMBER.** The number of Voting Directors may be increased by amendment of these Bylaws by the affirmative vote of a majority of the **voting** directors, though less than a quorum, to hold office until the next annual election and until their successors are elected and qualify.

**SECTION 8. COMPENSATION.** Directors shall not be compensated for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise.

**SECTION 9. ACTION WITHOUT MEETING.** Any action required or permitted to be taken at any meeting of the Board of Voting Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all **voting** directors, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the **voting** Board or committee.

## **ARTICLE IV - OFFICERS**

**SECTION 1. OFFICERS.** The officers of the corporation shall consist of a president, a vice president, a treasurer, and a secretary, and shall be selected from and elected by the **voting** Board of Directors and shall hold office until their successors are elected and qualified. The officers shall be elected at the first meeting of each year. More than two offices may be held by the same person, except the offices of president and secretary, unless there is only one **voting** member.

**SECTION 2. PRESIDENT.** The President shall preside at all meetings of the board of directors. He or she shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. Except as the **voting** Board of Directors shall authorize the execution thereof in some manner, he or she shall execute bonds, mortgages and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer.

**SECTION 3. VICE-PRESIDENT.** The vice-president shall have such powers and perform such duties as shall be assigned to him by the **voting** directors.

**SECTION 4. TREASURER.** The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the **voting** board of directors.

The treasurer shall disburse the funds of the corporation as may be ordered by the **voting** Board of Directors, or the president, taking proper vouchers for such disbursements. He or she shall render to the president and Board of Directors at the regular meetings of the Board of Director, or whenever they may request it, an account of all his or her transactions as treasurer and of the financial condition of the corporation. If required by the Board of Directors, he or she shall give the corporation a bond for the faithful discharge of his or her duties in such manner and with such surety as the **voting** Board shall prescribe.

**SECTION 5. SECRETARY.** The secretary shall give, or cause to be given, notice of all meetings of directors, and all other notices required by law or by these bylaws, and in the case of his absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the president or by the **voting** directors upon whose request the meet in is called as provided by those bylaws. He or she shall record all proceedings of the meetings of the corporation and of directors in a book kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors or the president, and attest the same.

## **ARTICLE V - PROHIBITION OF DIVIDENDS**

**SECTION 1. PROHIBITION OF DIVIDENDS.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, as dividends or in any manner, to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purpose set forth in the certificate of incorporation.

Further, upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment 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 corporation or corporations organized and operating exclusively for charitable, educational or scientific purposes as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law) as the Board of Trustees shall determine. Any 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 organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE VI - CORPORATE SEAL

SECTION 1. **SEAL.** The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL of SOURCE Force Corporation." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

### ARTICLE VII - FISCAL YEAR

SECTION 1. **FISCAL YEAR.** The fiscal year of the corporation shall be determined by resolution of the **voting** Board of Directors.

### ARTICLE VII - EXECUTION OF CORPORATION INSTRUMENTS

SECTION 1. **INSTRUMENTS.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the **Voting** Board of Directors.

### ARTICLE IX - NOTICE AND WAIVER OF NOTICE

SECTION 1. **NOTICE.** Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient is given by depositing same on the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the corporation, and such notice shall be deemed to have been given of the day of such mailing. Board members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

SECTION 2. **WAIVER OF NOTICE.** Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated thereon, shall be deemed proper notice.

### ARTICLE X - MISCELLANEOUS STATEMENTS

SECTION 1. **VOTING.** Every action of the **voting** Board of Directors shall require a seventy-five percent (75%) majority of the **voting** members for passage. Actions not receiving said majority shall be tabled until the next meeting of the voting members of the Board of Directors.

SECTION 2. **MEETINGS.** The **voting** members of the board of directors shall meet once a month.

SECTION 3. **SERVICE EVENTS.** Service events shall be scheduled monthly.

SECTION 4. **CONFIDENTIALITY.** All items of discussion at any meeting, formal or informal, of the directors shall be treated in total confidence. Breach of confidence will result in the immediate removal of the person violating that confidence.

### ARTICLE XI - AMENDMENTS

SECTION 1. **AMENDMENTS.** These Bylaws may be altered and repealed and Bylaws may be made at any meeting of the **voting** directors if notice thereof is contained in the notice of such meeting, by the affirmative vote of a majority of the members entitled to vote thereat.

These Bylaws were approved by vote of the Voting Members of the Board of Directors of SOURCE Force Corporation this 13th day of October, 1999

John M. Byrns, Jr. (signature) Vice President  
Name Title