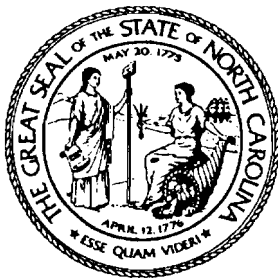


# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

I, **Rufus L. Edmisten**, *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 AMENDMENT

OF

## THE RALEIGH HISTORIC PROPERTIES COMMISSION, INCORPORATED

Which changed its name to:

## RALEIGH HISTORIC DISTRICTS COMMISSION, INCORPORATED

*the original of which was filed in this office on the 16th day of December, 1992.*

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of December, 1992.



*Rufus L. Edmisten*

Secretary of State

C-0121672

State of North Carolina  
Department of the Secretary of State  
ARTICLES OF AMENDMENT  
NONPROFIT CORPORATION

FILED  
9:00 AM  
DEC 16 1992

92 330 9008

RUFUS L. EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned nonprofit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provisions of Section 55A-36 of the North Carolina Nonprofit Corporation Act, hereby sets forth:

- 1. The name of the corporation is: The Raleigh Historic Properties Commission, Incorporated
- 2. The text of each amendment adopted is as follows: *(State below or attach)*

See attachments.

3. *(Check applicable paragraph)*

       The corporation has members with voting rights. At a regularly convened meeting of the members of the corporation held on the        day of        19      , the amendment was adopted. A quorum was present at the meeting held on the above date and the said amendment received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

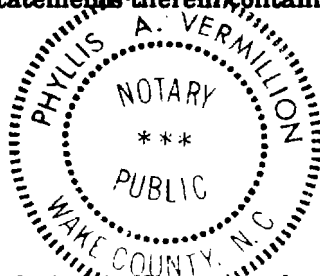
X There are no members of the corporation having voting rights. At a regularly convened meeting of the directors of the corporation held on the 17th day of November 1992, the amendment was adopted. The amendment received the affirmative vote of a majority of the directors in office.

In testimony whereof, the corporation has caused these articles of amendment to be executed in its name by its        President and        Secretary this 17th day of November, 1992.

The Raleigh Historic Properties Commission, Incorporated  
 Name of Corporation  
Robert B. Rader  
 President or Vice President  
Thomas L. Amann  
 Secretary or Assistant Secretary

State of North Carolina  
County of Wake

This is to certify that on this the 17th day of November, 1992, personally appeared before me Robert B. Rader and Thomas L. Amann, each of whom, being by me first duly sworn, stated that he signed the foregoing Articles of Amendment in the capacity indicated, that he was authorized to sign, and that the statements therein contained are true and correct.



Phyllis A. Vermillion  
Notary Signature

My commisaion expires: Jan. 17, 1995

(L.S.)

NOTES: Filing fee is \$10. One executed original and one exact or conformed copy of these articles must be filed with the Secretary of State.

State of North Carolina  
Department of the Secretary of State  
ARTICLES OF AMENDMENT  
NONPROFIT CORPORATION

The Raleigh Historic Properties Commission, Incorporated

ATTACHMENT -- Text of Amendment:

The name of the corporation shall be RALEIGH HISTORIC DISTRICTS COMMISSION, INCORPORATED, effective January 3, 1993.

It shall exercise all functions as set forth in City of Raleigh Ordinance No. (1992)-66 TC 399, effective January 3, 1993.

Paragraph 9 of the Articles of Incorporation filed October 3, 1962 shall be supplemented by the attached "501(c)(3) Supplemental Statement."

The address of the registered office of the corporation shall be 222 West Hargett Street, Room 307, POB 829, Century Station, Raleigh, NC 27602, Wake County.

The name of the registered agent of the corporation at such address shall be Dan Becker, Executive Director.

## 501 (c)(3) SUPPLEMENTAL STATEMENT

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This should be added to your Articles of Incorporation only if you are applying for tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986. (see Internal Revenue Service Publication 557)

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Said corporation is organized exclusively for charitable, religious, educational, and scientific 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).

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 set forth in Article Third hereof. 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 (b) 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).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the 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 organization or 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 of 1986 (or the corresponding provision of any future United States Internal 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.