

## **ARTICLES OF INCORPORATION**

**of**

### **GAY STRAIGHT ADVOCATES FOR EDUCATION, INC.**

Pursuant to §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 Gay Straight Advocates for Education, Inc.
2. The Corporation is a charitable corporation as defined in NCGS §55A-1-40(4).
3. The purposes for which the Corporation is organized are any educational, charitable and benevolent purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax code), or the rulings and regulations thereunder, including but not limited to: (a) providing for the promotion of a public policy by which schools are alleviated from discrimination and harassment on the basis of sexual orientation and/or gender identity expression so that all students, faculty, staff and other school community members are made physically and emotionally safe; (b) providing resources which address the educational, emotional, psychological, and spiritual needs and wants of gay, lesbian, bisexual, transgender youth and their allies; and (c) providing for the furtherance of the goals of valuing and respecting gay, lesbian, bisexual and transgender persons in educational environments.
4. The Corporation shall have all the powers granted nonprofit corporations under the laws of North Carolina. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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).
5. The street address and county of the initial registered office of the Corporation is:

1822 West Friendly Avenue  
Greensboro, North Carolina 27403  
Guilford County

6. The name of the initial registered agent is:

Gary M. Palmer

7. The name and address of the sole incorporator is as follows:

Gary M. Palmer  
1822 West Friendly Avenue  
Greensboro, North Carolina 27403

8. The Corporation will have members.
9. The Board of Directors of the Corporation shall have power, by a vote of two-thirds of all directors, to make, alter, amend and rescind the bylaws of this Corporation.
10. Upon the dissolution of the Corporation, no director or officer 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 paying or making provision for the payment of all debts and obligations of the Corporation, shall be disposed of exclusively for one or more exempt purposes within the meaning of 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 Directors shall determine, or shall be distributed to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine, to the federal government, or to a state or local government, for any public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of Guilford County, North Carolina exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for such purposes, or to such governments for such purposes.
11. No part of the income of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).
12. 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 otherwise intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

13. To the fullest extent permitted by law, no director, officer, or member of the Corporation shall be personally liable for any debts, liabilities, or obligations of the Corporation because of his or her status as a director, officer, or member.
14. Directors shall not be personally liable for monetary damages for breach of any duty as a director except with respect to:
  - a) Acts or omissions that the director, at the time of the breach, knew or believed were clearly in conflict with the best interest of the Corporation,
  - b) Any liability under NCGS § 55A-8-32 (Loans to or Guarantees for Directors and Officers) or NCGS § 55A-8-33 (Unlawful Loans or Distributions), or
  - c) Any transaction from which the director derived an improper personal financial benefit.
15. The period of existence of this Corporation is unlimited.
16. These Articles will become effective upon filing.

This the 22rd day of August, 2005.

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Gary M. Palmer  
Incorporator