

**Articles of Incorporation  
Of  
SECOND JOURNEY, INC.**

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**A Non-Profit Corporation**

1. I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina, as contained in chapter 55A of the General Statutes of North Carolina, entitled the “Non-Profit Corporation Act,” and the several amendments thereto, do hereby set forth:

**NAME**

2. The name of the corporation is SECOND JOURNEY, INC.

**PERIOD OF DURATION**

3. The period of duration of the Corporation shall be perpetual.

**PURPOSE**

4. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or successor provisions of the any future United States Revenue Laws (the “Code”), including but not limited to the following:

To create intergenerational educational experiences which explore the emerging paradigm of aging and which promote contemplative practice, service and earth stewardship.

To conduct related research and disseminate its results.

To facilitate the establishment of retreat centers and intergenerational residential communities that carry on the work of cultural transformation.

**MEMBERSHIP**

5. The Corporation shall not have members and shall not issue any capital stock.

**ADDRESS**

6. The address of the initial register office of the Corporation and the name of its initial registered agent are:

Name: Michael Callaghan

Address: 1070 Forest Dweller Road, Germanton, NC 27019

County: Stokes County

**BOARD OF DIRECTORS**

7. Except for the initial Board of Directors, whose names are set forth in these Articles, the Board of Directors shall be chosen in the manner provided in the Bylaws. The names and addresses of the initial Board of Directors are

- (1) Name: Bolton Anthony  
Address: 1801 N. Canal Drive, #C14, Carolina Beach, NC 28428
- (2) Name: Eleanor Krassen Covan  
Address: 929 Coast Walk Lane, Carolina Beach, NC 28428
- (3) Name: Michael Callaghan  
Address: 1070 Forest Dweller Road, Germanton, NC 27019
- (4) Name: Jay A. Wentworth  
Address: 145 Wildwood Lane, Boone, NC 28607
- (5) Name: Gregg Sullivan  
Address: 308 Collinwood, Burlington, NC 27215
- (6) Name: Margaret Adams  
Address:
- (7) Name: David Robertson  
Address: 210 South Sixth Street, Wilmington, NC 28401

#### **POWERS**

8. The Corporation shall have all the powers granted nonprofit corporations under the laws of North Carolina.

#### **EARNINGS**

9. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, officer, or other private person except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes as stated in the PURPOSE section of these Articles of Incorporation.

#### **INTERNAL AFFAIRS**

10. Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

#### **PROHIBITED ACTIVITIES**

11. At all time and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary by operation of law), or any other provisions hereof:

(a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law); (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding

provision of any future United States internal revenue law); or (iii) by a nonprofit corporation created under Chapter 55A of the General Statutes of North Carolina.

(b) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, North Carolina or any other jurisdiction where any of its activities are carried on.

(c) Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code. Should the Corporation through its Board of Directors consider any activity which would constitute self-dealing, or result in any transaction between the Corporation and a Director in his personal or other business capacity, that Director must remove himself from any and all discussion of the activity and also remove himself from any vote on the issue;

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(d) The Corporation shall not discriminate on the basis of race, color, religion, sex, age, or national or ethnic origin in the administration of its activities.

### **INDEMNIFICATION**

12. The Board of Directors may provide in the Bylaws of the Corporation that the Corporation shall indemnify its current and former directors, officers, employees, and agents against expenses and liabilities incurred as a result of actual or threatened litigation arising from the performance of their official duties. The indemnification provided by the Article shall not be deemed exclusive of any other rights to which such directors, officers, employees or agents may be entitled under any Bylaw, agreement, resolution of the Board of Directors, or otherwise. In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times no payment shall be made under this Article if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code).

### **DISSOLUTION**

13. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated under section 501(c)(3) of the Code, or to federal, state or local governments to be used exclusively for public purposes, as the Board of Directors shall determine. Any such assets not so disposed shall be

disposed of by the Superior Court of the county in which the principal office of the Corporation is then located to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes and at the time qualify as exempt organizations under Section 501(c)(3) of the Code, or to federal, state or local governments to be used exclusively for public purposes. The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

**AMENDMENTS**

14. These Articles of Incorporation may not be amended to prevent the corporation from qualifying as an exempt organization under section 501(c)(3) of the Code.

**INCORPORATOR**

15. The name and address of the Incorporator is:

Name: Bolton Anthony

Address: 1801 N. Canal Drive, #C14, Carolina Beach, NC 28428

IN WITNESS WHEREOF, I, as Incorporator, have signed and acknowledge these Articles of Incorporation on November 23, 1999.

\_\_\_\_\_  
(Signature)

NORTH CAROLINA  
NEW HANOVER COUNTY

This is to certify that on DATE, 1999, before me, a Notary Public of North Carolina, personally appeared, Bolton Anthony, who, declared that he or she signed and delivered the foregoing Articles of Incorporation, and that he or she signed and delivered the same as his or her voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and office seal, this 23rd day of November, 1999.

(SEAL)

\_\_\_\_\_  
(Signature)

My commission expires:

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