



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 RESTATEMENT

OF

**SMITHVILLE COMMUNITY, INC.
WHICH CHANGED ITS NAME TO
SMITHVILLE COMMUNITY COALITION, INC.**

the original of which was filed in this office on the 6th day of December, 2012.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of December, 2012

Elaine F. Marshall
Secretary of State

ARTICLES OF INCORPORATION

OF

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, do make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina entitled "Non-Profit Corporation Act", and the several amendments thereto.

ARTICLE I

The name of the Corporation is Smithville CommUNITY Coalition, Inc.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

- a) The vision shall be: Revitalize and transform our community into a vibrant, safe and attractive place to live and work that builds pride in its residents and attracts new developments of affordable homes and businesses, focusing on empowering all individuals and strengthening families.
- b) The mission shall be: To serve as a local focal point to rally the community, local faith-based organizations and non-profit entities to achieve the vision, and put God's love into action.
- c) To do such things as are necessary or desirable for improving and advancing the general welfare, as well as the standards of living and the working conditions of all, especially any disadvantaged persons in the Smithville area of Mecklenburg County, North Carolina.
- d) To study the problems involved in accomplishing the foregoing purposes; to obtain grants and receive monies for research, pilot, experimental and other projects directed toward the analysis and solution of such problems as well as improvements and advancement of the welfare and standards.
- e) To encourage cooperation and assistance from inside and outside the community in connection with the purposes of the corporation.
- f) To do any and all lawful acts and things, and to engage in any and all activities which may be necessary or desirable in connection with one or more of the aforesaid purposes, including but nothing limited to the organization and use of volunteer

persons from the Charlotte area, receipt of monies and other things of value, and the lease and purchase of real properties.

ARTICLE IV

The Corporation is to have members and each resident and/or property owner over 21 years of age shall be eligible for membership in the Corporation. Membership shall also include those whose interests reflect the Purpose and are invited by the Board.

Membership shall include boundaries encompassing that portion of Mecklenburg County commonly known as Smithville in addition to those adjacent neighborhoods. The rights of the membership of the Corporation shall be in accordance with methods provided in the Bylaws of the Corporation.

ARTICLE V

The directors of the Corporation shall be elected in accordance with the method provided in the Bylaws of the Corporation.

ARTICLE VI

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall apply and distribute the assets of the Corporation as follows:

- a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor.
- b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- c) Assets received and held by the Corporation subject to limitations permitting their use only for specified purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Corporation, pursuant to a plan of distribution adopted as provided by Chapter 55A of the General Statutes of North Carolina.
- d) The remaining assets not held by the Corporation subject to limitations permitting their use only for specified purposes, shall be applied so far as is feasible toward carrying out the purposes stated in these Articles, or paid

over, for such purposes to one or more other organizations which qualify under Section 501(c) (3) of the United States Internal Revenue Code or successor provisions thereto.

In carrying out its purposes and in exercising its powers, the Corporation shall be subject to the limitations that:

- a) No dividend shall be paid and no part of its income, if any, shall be distributed to its members, directors or officers.
- b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, or the advocacy of, or the campaigning for, objectives which can only be obtained by legislation or the defeat of proposed legislation.
- c) The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- d) The Corporation shall not engage in any activities which would cause the Corporation to fail to qualify under Section 501(c) (3) of the United States Internal Revenue Code or successor provisions thereto.

ARTICLE VII

The physical address of the subsequent registered office of the Corporation is: 19709 South Hill Street, Cornelius, Mecklenburg County, North Carolina, 28031, and the U.S. Postal Service mailing address is: P.O. Box 463, Cornelius, NC 28031, and the name of its subsequent registered agent at such address is: Mr. Sammie L. Knox, except the meetings of the Corporation may be held at such place, either within or without this State, as may be provided in the Bylaws of the Corporation.

ARTICLE VIII

The number of persons constituting the initial Board of Directors for Renamed shall be 11 and the names and addresses of the persons who are to serve as members of the initial Board of Directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
1. Mrs. Nannie R. Potts	Cornelius, N.C.
2. Mr. Wilson Potts	Cornelius, N.C.
3. Mr. Samuel Knox	Cornelius, N.C.
4. Mrs. Ruth Withers	Cornelius, N.C.

- | | |
|-------------------------------------|-----------------|
| 5. Mr. Rossie Lee Forney | Cornelius, N.C. |
| 6. Mrs. Cecelia Forney | Cornelius, N.C. |
| 7. Miss Joan Stinson | Cornelius, N.C. |
| 8. Mr. Jerry Kornegay | Cornelius, N.C. |
| 9. Mr. Clarence W. Howard | Cornelius, N.C. |
| 10. The Reverend J. E. Wayland, Jr. | Cornelius, N.C. |
| 11. Mrs. George Montague | Cornelius, N.C. |

ARTICLE IX

The number of persons constituting the current Board of Directors may be increased or decreased from time to time, pursuant to provisions of the Bylaws and they shall be the named re-stated incorporators of the newly named or the renamed, Smithville CommUNITY Coalition, Inc.

The names and titles of all the named re-stated incorporators are:

<u>NAMES</u>	<u>TITLE</u>
1. Natalie A. Mayhew-Jones	President
2. Ronald L. Potts	Vice-President
3. Armetta N. Cathcart	Secretary
4. Vertie D. Torrence	Treasurer
5. Sammie L. Knox	Parliamentarian

ARTICLE X

Except as hereinbefore otherwise provided or limited, the Corporation, in addition to the powers granted non-profit corporations under the laws of the State of North Carolina, shall have full power and authority:

- a) To do such things as are necessary or desirable for improving and advancing the general welfare, as well as the standards of living and the working conditions of all, especially any disadvantaged, persons in the Smithville area of Mecklenburg County, North Carolina.
- b) To study the problems involved in accomplishing the foregoing purposes and in exercising the foregoing powers; to obtain grants and receive monies for research, pilot, experimental and other projects directed toward the analysis and solution of such problems.
- c) To encourage cooperation and assistance from inside and outside community in connection with the purposes of the corporation.

- d) To do any and all lawful acts and things, and to engage in any and all activities which may be necessary or desirable in connection with one or more of the aforesaid purposes and *as set forth in ARTICLE III.*
- e) To receive funds from contributing foundations and other sources, to hold and manage these funds solely for one or more of the purposes hereinabove set forth, to disburse as grants, loans or as combinations of both, such funds as the Corporation may possess, and in such qualities as it, in its sole discretion, may deem appropriate, for such purposes, and to prescribe reasonable conditions upon which such grants, loans or combinations thereof may be made for such purpose.

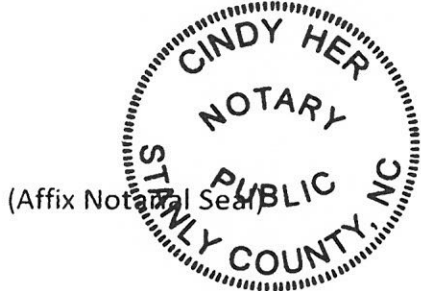
IN TESTIMONY WHEREOF, we have hereunto set our hands this 13th day of October, 2012.

Natalie A. Maylew-Jones
Ronald L. Petts

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

This is to certify that on the 13th day of OCTOBER, 2012, before me, a Notary Public, personally appeared NATALIE MAYHEW-JONES who, I am satisfied, is the same person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he had signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this 13th day of OCTOBER, 2012.



Cindy Her
Notary Public

My Commission Expires: OCTOBER 13, 2015

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

This is to certify that on the 13th day of OCTOBER, 2012, before me, a Notary Public, personally appeared RONALD L. PUTTS who, I am satisfied, is the same person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he had signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this 13th day of OCTOBER, 2012.



Cindy Her
Notary Public

My Commission Expires: OCTOBER 13, 2015

AMENDED AND RESTATED BYLAWS
OF
OUR Smithville Community Coalition, INC.

TABLE OF CONTENTS

ARTICLE I
NAME, FORM OF ORGANIZATION, AND PURPOSES

- Section 1.1 Name
- Section 1.2 Nonprofit and tax exempt status
- Section 1.3 No members
- Section 1.4 Purposes
- Section 1.5 Geographic service area

ARTICLE II
OFFICES

- Section 2.1 Principal office
- Section 2.2 Registered office and agent
- Section 2.3 Other offices

ARTICLE III
BOARD OF DIRECTORS

- Section 3.1 General powers and authority of the board
- Section 3.2 Number, term, and qualifications
- Section 3.3 Election of directors
- Section 3.4 Resignation of directors
- Section 3.5 Removal of directors
- Section 3.6 Vacancies
- Section 3.7 Chairperson and vice chairperson of board meetings
- Section 3.8 No compensation

ARTICLE IV
MEETINGS OF DIRECTORS

- Section 4.1 Place of meetings
- Section 4.2 Annual meeting
- Section 4.3 Regular meetings
- Section 4.4 Special meetings
- Section 4.5 Notice of meetings

Section 4.6 Waiver of notice
Section 4.7 Quorum
Section 4.8 Manner of acting
Section 4.9 Presumption of assent
Section 4.10 Meeting via communication technology
Section 4.11 Action without meeting
Section 4.12 Director conflict of interest transactions

ARTICLE V OFFICERS

Section 5.1 Number
Section 5.2 Appointment and term
Section 5.3 Resignation and removal
Section 5.4 Contract rights of officers
Section 5.5 President
Section 5.6 Vice president
Section 5.7 Secretary
Section 5.8 Assistant secretaries
Section 5.9 Treasurer
Section 5.10 Assistant treasurers
Section 5.11 No compensation
Section 5.12 Executive director,
if hired

ARTICLE VI COMMITTEES

Section 6.1 Board committees
Section 6.2 Operating committees

ARTICLE VII GENERAL PROVISIONS

Section 7.1 Corporate seal
Section 7.2 Fiscal year
Section 7.3 Financial reports
Section 7.4 Corporate minutes and records
Section 7.5 Investments Section
7.6 Checks and drafts Section
7.7 Prohibited activities
Section 7.8 No loans to or guaranties for directors
Section 7.9 Indemnification

ARTICLE VIII
DISSOLUTION & WINDING UP

Section 8.1 Winding up
Section 8.2 Assets

ARTICLE IX
AMENDMENTS TO BYLAWS

Section 9.1 Amendments

ARTICLE I
NAME, FORM OF ORGANIZATION AND PURPOSES

Section 1.1 Name

The name of the Corporation is Smithville CommUNITY Coalition, Inc. (the "Corporation"). The Corporation may adopt one or more "dba" (doing business as) names as desired by the board.

Section 1.2 Nonprofit and tax exempt status

The Corporation is organized as a nonprofit corporation under the North Carolina Nonprofit Corporation Act and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 1.3 No members

The Corporation shall have no members.

Section 1.4 Purposes

The purpose for the Corporation is as follows:

- revitalize and transform our community into a vibrant, safe and attractive place to live and work that builds pride in its residents and attracts new developments of affordable homes and businesses.
- To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better community in Smithville and the greater town of Cornelius;
- To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, educational, and scientific purposes within the meaning of

Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a charitable organization or for any purposes of the charitable purposes which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

- To exclusively promote and carry on any other charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the state of North Carolina Nonprofit Corporation Act.

Section 1.5 Geographic service area

The geographic service area of the Corporation's activities include the community of Smithville, in the town of Cornelius of North Mecklenburg County.

ARTICLE II OFFICES

Section 2.1 Principal office

The principal office of the Corporation shall be located in north Mecklenburg County at a location determined by the board of directors. The Corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.4 of Article VII.

Section 2.2 Registered office and agent

The registered office of the Corporation is required by law to be maintained in the state of North Carolina and may, but need not, be identical with the principal office. The Corporation shall maintain a registered agent whose office is identical with the registered office. The Corporation may change its registered office or registered agent from time to time in the manner required by law.

Section 2.3 Other offices

The Corporation shall have offices at such other places within the state of North Carolina as the board of directors from time to time may determine, or as the affairs of the Corporation may require.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General powers and authority of the board

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the board of directors.

Section 3.2 Number, term, and qualifications

The authorized number of directors of the Corporation shall be not less than five (5) nor more than fifteen (15), as the board of directors shall determine from time to time. The board of directors shall consist of three classes of approximately equal size, with the term of each class ending in consecutive years. One class, on a rotational basis, shall be elected each year. Each director shall serve for a term of three (3) years and until his or her successor is elected and qualified or until such director's earlier death, resignation, incapacity to serve, or removal. Notwithstanding the preceding, to achieve the required consecutive-year terms, the initial directors shall be elected for initial terms of one, two or three years, each of which shall be considered one term. Directors elected after the initial terms shall be elected for a term of three years. A duly elected and qualified director shall not be eligible for reelection to the board of directors for more than two consecutive three-year terms, or for a partial term and one full three (3) year term; provided, however, up to two (2) board members may be recommended for election by the Executive Committee for an additional one (1) year term provided the total number of board members does not exceed fifteen (15). Directors must be individual residents of the state of North Carolina.

Notwithstanding the foregoing, directors not eligible for reelection may be eligible for election after the expiration of three (3) or more years after the date such director last served and the provisions regarding eligibility for reelection shall again apply to the new period served.

The board shall make reasonable efforts to include in those directors elected at each term a selection of qualified candidates who have not served as past directors.

Each director shall serve on at least one committee described in Article VI hereof.

The make-up of the board should reflect a broad spectrum of the community in which the Corporation serves. It is important to have all towns (Cornelius, Davidson, Huntersville and Mooresville, North Carolina) represented on the board of directors, when possible. The qualifications of board members should also be matched to the leadership needs and functions of the board and its various committees. Essential qualifications for consideration include: (a) expertise in a variety of areas; (b) ability to influence and attract financial and human resources; (c) access to a variety of community resources; (d) knowledge of the community; (e) ability to effect change in the organization; (f) ability to advocate for the Corporation; and (g) commitment to the philosophy and goals of the Coalition.

Section 3.3 Election of directors

Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the board of directors at a regular meeting of the board of directors. The leadership development

committee shall present a slate of nominees as directors. Nominations may also be made by directors from the floor. Those persons who receive a quorum of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 3.4 Resignation of directors

A director may resign by delivering written notice to the board of directors, president or secretary of the Corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 3.5 Removal of directors

A director may be removed without cause by the vote of two-thirds (2/3) of the directors then in office. In addition, a director may be removed by affirmative vote of a majority of the directors then in office for reasonable causes, such as excessive unexcused absences in a year from regular meetings of the board of directors; provided, the director being considered for removal shall first be informed of such consideration and given an opportunity to provide information to be included in the consideration.

Section 3.6 Vacancies

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy, provided that if the directors remaining in office constitute fewer than a quorum of the board they may fill the vacancy only by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the board of directors, if the board so provides at the time the vacancy is filled, or until the end of the unexpired term that such director is filling, or until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

Section 3.7 Chairperson and vice chairperson of board meetings

The president of the Corporation shall serve as the chairperson of the board of the directors and shall preside at all meetings of the board of directors and perform other duties as may be prescribed from time to time by the board. The vice president shall serve as vice chairperson of the board of directors, and in the absence of the president, or in the event of death, inability or refusal to act of the president, shall preside at all meetings of the board.

Section 3.8 No compensation

The board of directors shall not permit compensation of directors for their services as such.

Section 4.7 Quorum

A quorum of the board of directors consists of a majority of the directors currently in office.

Section 4.8 Manner of acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, unless the vote of a greater number of directors is required by law or these bylaws. A director may not vote or act by proxy at any meeting of directors.

Section 4.9 Presumption of assent

A director of the Corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or, (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or, (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.10 Meeting via communication technology

The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11 Action without meeting

Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the Corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director entitled to vote and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section thus has the effect of a meeting vote and may be described as such in any document.

Section 4.12 Director conflict of interest transactions

A conflict of interest transaction is either (i) a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest; or (ii) any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation, in which case the director with such conflict shall be responsible for disclosing such conflict to the board. For purposes of this section a director has an indirect interest in a transaction if: (a) another entity in which a director has a material interest or in which the director is a general partner is a party to the transaction; or (b) another entity of which the director is a director, officer, or trustee is party to the transaction. A conflict of interest transaction is not voidable on the basis of imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote

of the board of directors or a committee of the board if: (a) the material facts of the transaction and the directors' interest are disclosed or known to the board of committee of the board; and b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation. For the purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have neither direct nor indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinabove provided.

ARTICLE V OFFICERS

Section 5.1 Number

The officers of the Corporation shall consist of a president, vice president, secretary, treasurer, and such assistant secretaries, treasurers and other officers as are appointed by the board of directors from time to time. All officers must be members of the Board except for the executive director (if one is hired in the future). The offices of the president, vice-president, secretary and treasurer must be held by four (4) separate officers.

Section 5.2 Appointment and term

The principal officers of the Corporation shall be appointed by the board of directors at its annual meeting. The leadership development committee shall present a slate of nominees for appointment. Nominations may also be made from the floor. All nominees for the four (4) principal offices must be members of the board of directors. The president shall hold office for a period of two (2) years and may serve not more than two (2) successive terms. All other officers shall hold office for a period of one (1) year and may not serve in their respective offices for more than four (4) successive terms. The board of directors may appoint assistant secretaries, assistant treasurers and other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the Corporation may be filled at any time by the board of directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 5.3 Resignation and removal

An officer may resign at any time by delivering notice to the Corporation. A resignation is Effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future effective date and the board of directors accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The board of directors may remove any officer at any time with or without cause.

Section 5.4 Contract rights of officers

The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the officer.

Section 5.5 President

The president shall be the chief executive officer of the Corporation and, subject to the control of the board of directors, shall supervise and control the management of the Corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the Corporation so authorized by the board of directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Corporation, except where signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the Corporation, or where required by law to be otherwise signed and executed. The president shall serve as the chairperson of the board of directors and shall preside at all meetings of the board of directors. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors. The president shall serve as chair of the executive committee described in Section 6.1 but shall not serve as chair of any other committee described in Article VI.

Section 5.6 Vice president

In absence of the president, or in the death, inability, or refusal to act of the president, the vice president, unless otherwise determined by the board of directors, shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall serve as vice chairperson of the board of directors and, in the absence of the president, or in the event of the death, inability, or refusal to act of the president, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president or the board of directors.

Section 5.7 Secretary

The secretary shall: (a) cause to be prepared minutes of all meetings of the board of directors and the executive committee; (b) authenticate records of the Corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the board of directors.

Section 5.8 Assistant secretaries

In the absence of the secretary or in the event of death, inability, or refusal to act of the secretary, the assistant secretaries, in the order of their length of service as assistant secretaries, unless otherwise determined by the board of directors, shall perform the duties of the secretary and, when so acting, shall have all the powers of and be subject to all the restrictions upon the secretary. They shall perform such other duties as may be assigned to them by the secretary, the president or the board of directors.

Section 5.9 Treasurer

The treasurer shall: (a) keep or cause to be kept full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; (b) prepare or cause a balance sheet (statement of the assets, liabilities and fund balance) and statements of activity (support and revenue, expenses, and changes in fund balance) for each fiscal year to be prepared and submitted to the board of directors; (c) assist with developing the annual budget as well as comparing the actual revenues and expenses incurred against the budget; (d) keep the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health; and (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the board of directors.

Section 5.10 Assistant treasurers

In the absence of the treasurer or in the event of death, inability, or refusal to act of the treasurer, the assistant treasurers, in the order of their length of service as assistant treasurers, unless otherwise determined by the board of directors, shall perform the duties of the treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the treasurer. They shall perform such other duties as may be assigned to them by the treasurer, the president or the board of directors.

Section 5.11 No compensation

The principal and assistant officers of the Corporation described in the foregoing sections shall not be compensated for their services as such.

Section 5.12 Executive director

The board of directors may appoint an executive director, who shall be subject to the control of the board of directors and have overall responsibility for the routine management of the affairs of the Corporation. The executive director shall report to the board of directors and shall work closely with the president of the Corporation. Duties of the executive director shall include: (a) hiring, supervising and firing employees, according to board approved job descriptions and policies, (b) coordinating the activities of the operating committees; in conjunction with the applicable committee chairpersons, reporting the activities of the operating committees to the board and communicating board direction to such committees, (c) making recommendations to the board for positions of chairpersons of the operating committees; (d) representing the corporation in the community; (e) overseeing the building projects of the corporation; (f) supervising the administrative functions of the corporation; (g) execution of documents and instruments as approved by the board; (h) adhering to the board approved operating budget, overseeing its execution and advising the finance and audit committee regularly of the Corporation's financial status; and (i) in general, performing such other duties as may be assigned from time to time by the president or the board of directors. The board of directors approves compensation and benefits for the executive director. The executive director may not be elected to serve on the board of directors.

ARTICLE VI COMMITTEES

Section 6.1 Board committees

The board of directors may create committees of the board, in addition to the executive and operating committees established by these bylaws. Committees of the board shall be composed solely of individuals currently serving as duly elected and qualified directors of the Corporation and non-board members who serve at the board's discretion. Each committee of the board shall have one or more directors, who shall be appointed by and serve at the pleasure of the board. The creation of a committee of the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the board of directors, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or scheduled regular meetings. To the extent specified or authorized by the board of directors or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not however: (a) authorize distributions; (b) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (c) elect, appoint or remove directors or fill vacancies on the board or on any committee of the board; or, (d) adopt, amend or repeal the articles of incorporation or any bylaws.

The board committees are:

- *Executive committee*

The executive committee, which is a committee of the board, shall consist of the president, secretary, vice-president and treasurer of the Corporation. The president shall serve as the chairperson of the executive committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the executive committee may exercise the authority of the board of directors at such times as the board is not in session. The committee shall also (i) coordinate the strategic and long range planning activities; (ii) monitor and evaluate the performance of the Corporation with respect to the achievement of its mission, purposes and goals; and (iii) monitor, evaluate and support the performance of the executive director, when hired.

- *Finance and audit committee*

In performing this function, the committee shall: (i) oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the Corporation; (ii) prepare an annual revenue and expense budget for submission to the full board of directors; (iii) work closely with the fund-raising committee to coordinate development of the resources needed to meet the revenue goals of the budget; (iv) monitor the implementation of the budget; and (v) when necessary, make recommendations to the board of directors regarding adjustments to the budget.

- *Strategic planning committee*

This committee shall: (i) oversee the development of the strategic plan for the Corporation, ensuring that the strategic plan is aligned with the mission and values of the Corporation, and include input from directors, staff, volunteers and other key stakeholders; (ii) oversee and monitor the implementation of the strategic plan, ensuring that the Corporation is implementing the plan in accordance with specified actions and milestones; and (iii) make recommendations for revisions to the plan as needed based on external and internal information that would suggest change is warranted.

" *Leadership development committee*

This committee shall under the direction of the board, (i) identify and recruit prospective directors of the Corporation and present nominees for election as directors at the annual meeting; (ii) present nominees for appointment of principal officers; (iii) make recommendations for chairpersons of Board Committees at the annual meeting; (iv) under the direction of the board, oversee the development and implementation of succession plans for the executive director and president of the Corporation; and (v) oversee the implementation and administration of ethics policies and procedures for directors and officers.

Section 6.2 Operating committees

Within thirty (30) days after the annual meeting each year the board shall appoint a chairperson or co-chairpersons of each of the operating committees described below. Board members should be appointed as chairperson or co-chairperson of each operating committee when possible. The names of the chairpersons so appointed shall be submitted for ratification by the directors at the next meeting of the board of directors. A vacancy occurring in the position of a operating committee chairperson shall be filled in like manner, upon appointment by the president and ratification by the board of directors. The chairperson of each operating committee, in consultation with the president and executive director, if hired, shall appoint the members of the committee. The committees may be made up of board members and non-board members, including volunteers and staff, but shall not exercise the authority of the board. New members of the operating committees may be appointed at any time by the committee chairperson. Operating committee chairpersons shall be expected to report on the work of their committees to the executive director, if hired, who shall report such information to the board and seek approval of actions proposed by the operating committees which require board approval. The executive director, when hired, shall communicate any direction and guidance from the board to the operating committees.

(a) *Resource development*

(Fundraising)

This committee shall be responsible for coordinating the raising of funds needed to conduct the business of the Corporation. The tasks to be coordinated by the committee, in partnership with the full board, shall include fund-raising campaigns, grant proposal writing, special fund-raising events, and cultivation of major donors. This committee shall emphasize and promote the importance of stewardship in the servicing of donors and supporters. The committee will seek to strengthen the support of the Corporation's work by gaining volunteers, prayer, and financial resources from all community churches. The committee will be the liaison between the Corporation and the faith community, facilitating communication and developing partnerships.

ARTICLE VII GENERAL PROVISIONS

Section 7.1 Corporate seal

The corporate seal shall be in such form as the board of directors may from time to time determine.

Section 7.2 Fiscal year

This fiscal year of the Corporation shall be fixed by the board of directors.

Section 7.3 Financial reports

The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the board of directors. In the discretion of the board of directors, the Corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 7.4 Corporate minutes and records

The Corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by the executive committee and any other committees of the board of directors. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. It is desirable to have minutes of all meetings described above within seven to ten (7-10) business days of each meeting to allow for proper planning and implementation of action items. The Corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and, (d) any filings delivered to the secretary of state, as required by the North Carolina Nonprofit Corporation Act. The minutes and records described above shall be made available for inspection by current directors of the Corporation during normal business hours. In addition to the extent required by applicable law, the Corporation shall make available for inspection during regular business hours, by an individual, copies of: (i) any application filed with any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the Corporation and, (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the Corporation is required to file such returns); provided that the names and addresses of contributors to the Corporation may be kept confidential.

Section 7.5 Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided that no action shall be taken by or on behalf of the Corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 7.6 Checks and drafts

All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 7.7 Prohibited activities

The Corporation is organized as a nonprofit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as Amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 these articles of incorporation. 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 any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these bylaws to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of the future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the North Carolina Nonprofit Corporation Act.

Section 7.8 No loans to or guaranties for directors

The Corporation may not lend money to or guarantee the obligation of a director or officer of the Corporation, but the fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.9 Indemnification

The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the Corporation, against reasonable expenses actually incurred by the director in connection with the extant as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation, the board of directors may, to the extent permitted by law, authorize the Corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

ARTICLE VIII DISSOLUTION & WINDING UP

Section 8.1 Winding up

In the event that dissolution and/or winding up of the Corporation is necessary, the board shall oversee such process and ensure compliance with all relevant provisions of the North Carolina and other applicable state and federal laws.

Section 8.2 Assets

Upon dissolution of the Corporation, the assets of the Corporation are permanently committed to a tax-exempt organization for purposes set forth in its Articles of Incorporation and Bylaws. In the event of dissolution, the assets, after payments of debt, will be given, transferred, donated, or assigned to an organization which itself has tax-exempt status under the Section 501(c)(3) of the Internal Revenue Code and whose mission is similar to the mission of the Corporation.

ARTICLE IX

AMENDMENTS TO BYLAWS

Section 9.1 Amendments

These bylaws may be amended or repealed and new bylaws may be adopted by the board of directors. The Corporation shall provide at least seven (7) days' written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by two-thirds (2/3) of the directors in office at the time the amendment must be approved, and by at least a majority of the directors in office at the time the amendment is adopted.

Adopted by the Board of Directors of Smithville CommUNITY Coalition, Inc. on the _____ day of _____, 2012.

Signed _____
Board Secretary



Elaine F. Marshall
Secretary

North Carolina

DEPARTMENT OF THE
SECRETARY OF STATE

PO Box 28622 Raleigh, NC 27626-0622 (919)807-2000

Date: 8/23/2012

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PC, PLLC, LP and Non-Profit entities are not required to file annual reports.

Corporation Names

Name	Name Type
NC SMITHVILLE COMMUNITY, INC.	LEGAL

Non-Profit Corporation Information

SOSID:	0135200
Status:	Current-Active
Effective Date:	9/9/1968
Annual Report Due Date:	
Citizenship:	DOMESTIC
State of Inc.:	NC
Duration:	PERPETUAL

Registered Agent

Agent Name:	KNOX, SAMUEL
Office Address:	PO BOX 463 CORNELIUS NC 00000
Mailing Address:	PO BOX 463 CORNELIUS NC 00000

Principal Office

Office Address:	NO ADDRESS
Mailing Address:	NO ADDRESS

Officers

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C201231000059

State of North Carolina
Department of the Secretary of State

ARTICLES OF RESTATEMENT
FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: Smithville Community, Inc.
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
 - a. These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) DIRECTORS AUTHORIZED PER BYLAWS
 - c. These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
 - d. These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: EFFECTIVE UPON FILING DATE

This the 13th day of OCTOBER, 20 12

Smithville Community, Inc.
Name of Corporation

Ronald L. Potts
Signature

RONALD L. POTTS, VICE PRESIDENT
Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State. (Revised Jan 2003)

Corporations Division

PO Box 29622

(Form N-03)
Raleigh, NC 27626-0622

BOARD OF DIRECTORS RESOLUTION AND WRITTEN CONSENT OF THE SMITHVILLE COMMUNITY COALITION, INC FORMERLY KNOWN AS SMITHVILLE COMMUNITY, INC.

The undersigned persons, being the President and Vice President of the **SMITHVILLE COMMUNITY COALITION, INC** do hereby adopt, consent and approve in writing the following actions in accordance with the written consent of the Board of Directors pursuant to the Restated Corporate Articles of Incorporation, and By-Laws.

That a meeting of the Board of Directors was held with the President presiding on Thursday, September 20, 2012. At that time, the Board ratified and adopted the Articles of Incorporation, and By-Laws as written for the corporate entity **SMITHVILLE COMMUNITY COALITION, INC**

WHEREAS, the Non- Profit Corporation formerly known .as **SMITHVILLE COMMUNITY, INC.** shall now be known as **SMITHVILLE COMMUNITY COALITION, INC .**

WHEREAS, SMITHVILLE COMMUNITY COALITION, INC. is a Non- Profit entity, it shall seek and is granted authority to acquire 501(c) (3) status.

WHEREAS, SMITHVILLE COMMUNITY COALITION, INC agrees to and grants authority for the Treasurer to create a Bank Account in the restated name of the Corporation.


BE IT RESOLVED THAT, SMITHVILLE COMMUNITY COALITION, INC. will proceed as a restated Corporation created to give voice to that portion of Mecklenburg County, commonly known as Smithville and adjacent neighborhoods therein

This the _____ day of October, 2012


NATALIE A. MAYHEW-JONES, PRESIDENT


RONALD L. POTTS, VICE PRESIDENT




Notary Public

My Commission Expires: OCTOBER 13, 2015