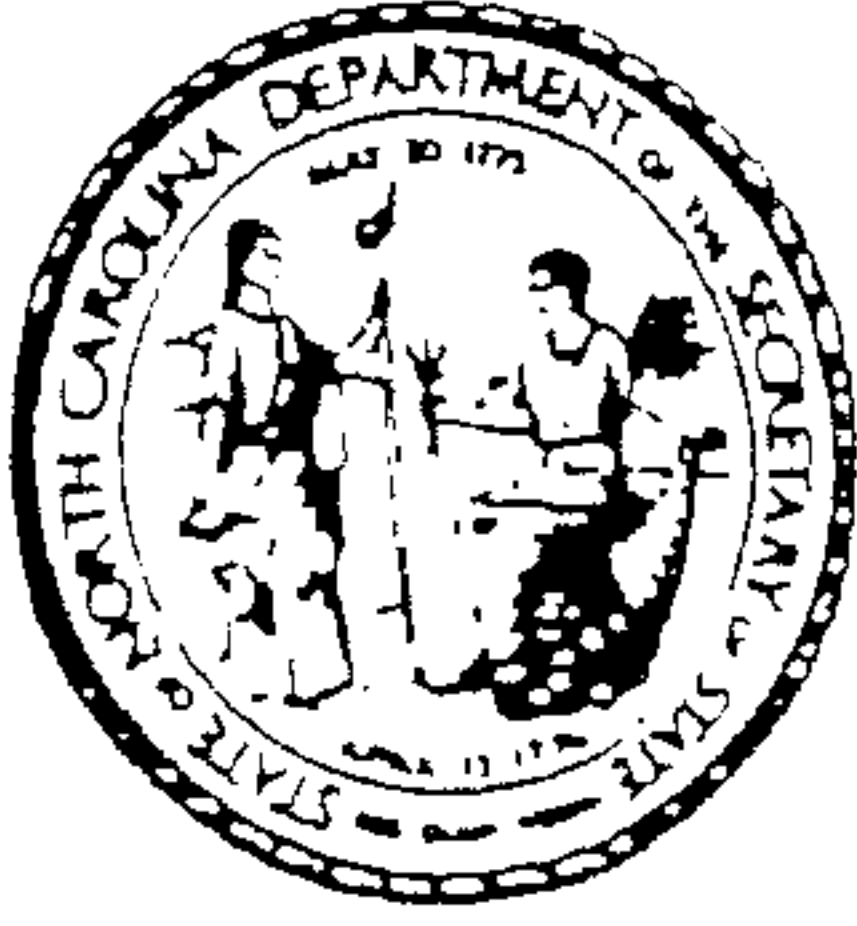


STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

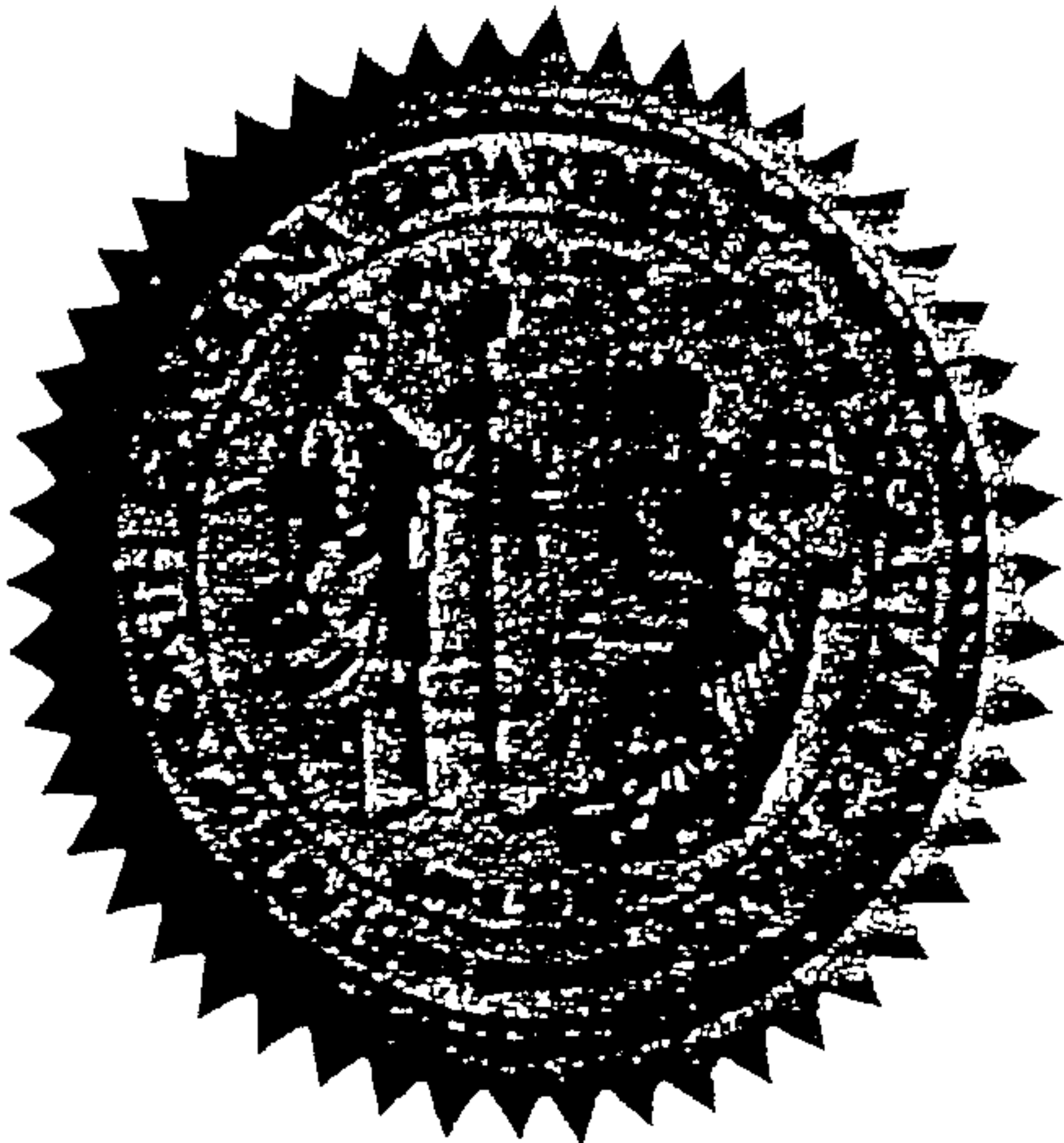
To all whom these presents shall come, Greetings:

I, JANICE H. FAULKNER, *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
PARTNERS FOR PARKS, INC.

the original of which was filed in this office on the 2nd day of October, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of October, 1996.



Janice H. Faulkner
Secretary of State

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U-0451330
FILED

9:56 AM
OCT 02 1996

EFFECTIVE
JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
PARTNERS FOR PARKS, INC.

The undersigned, being of the age of eighteen years or older, does make and acknowledge these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the North Carolina Nonprofit Corporation Act as provided in Chapter 55A of the General Statutes of North Carolina:

1. The name of the corporation is Partners for Parks, Inc.
2. The corporation is a charitable or religious corporation within the meaning of N.C.G.S. §55A-1-40(4).
3. The purposes for which the corporation is organized are:
 - (A) To operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code"), including the support, furtherance and promotion of the public parks and recreational programs and facilities of Mecklenburg County, North Carolina; and
 - (B) To engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.
4. The corporation shall have nonvoting members.
5. The method of election of the Directors shall be set forth in the bylaws of the corporation.
6. No part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or Directors or any private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code), and 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. Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

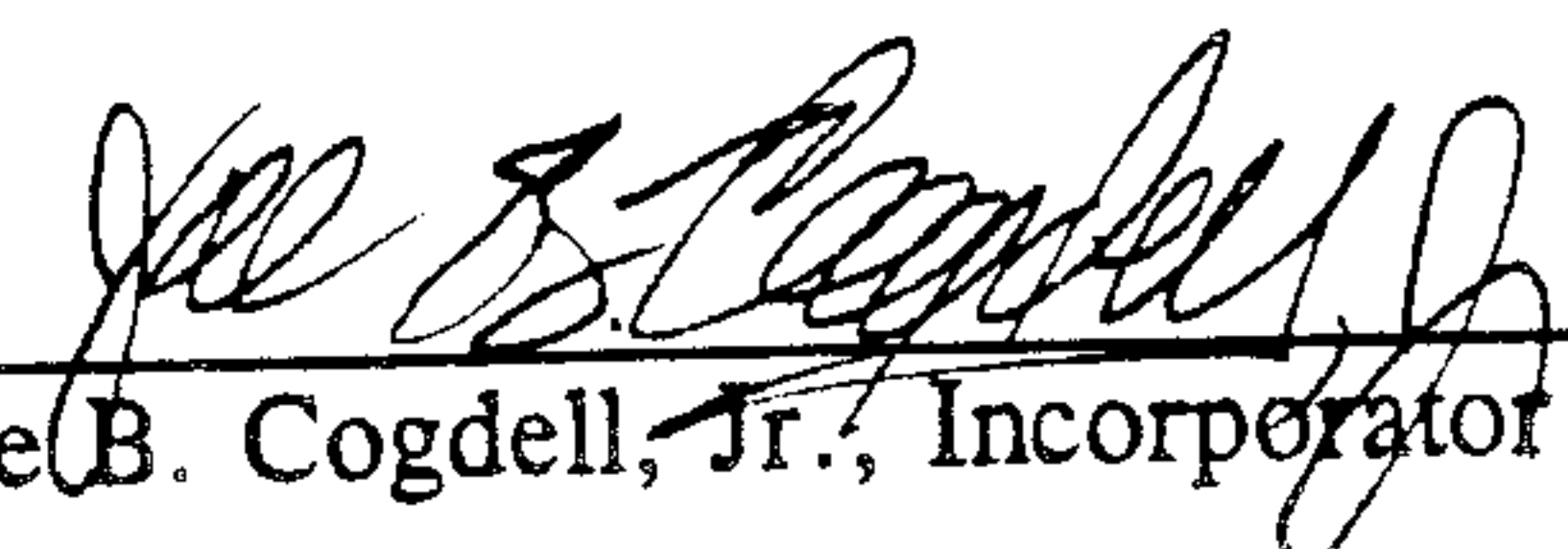
7. In the event of termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets of the corporation as such Directors may determine among Mecklenburg County or one or more organizations which are then organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code or to federal, state and local governments to be used exclusively for public parks and recreational purposes.
8. If the corporation is deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Code, it shall comply with the provisions of the following paragraphs:
 - (A) The corporation shall distribute such amounts of income or principal or both for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
 - (B) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - (C) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - (D) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
 - (E) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
9. The address of the initial registered office of the corporation is 1701 East Boulevard, Charlotte, Mecklenburg County, North Carolina 28203. The name of the initial registered agent of the corporation at such address is Bradley W. Davis.
10. The address of the initial principal office of the corporation is 1701 East Boulevard, Charlotte, North Carolina 28203.

11. The number of persons constituting the initial Board of Directors of the corporation shall be two (2), and the persons who are to serve as the initial Directors, together with their addresses, are as follows:

<u>Name</u>	<u>Address</u>
Bradley W. Davis	1701 East Boulevard Charlotte, NC 28203
B. Douglas Youngblood	228 Westinghouse Boulevard, Suite 111 Charlotte, NC 28273

12. To the full extent from time to time permitted by law, no person who is serving or who has served as a Director of the Corporation shall be personally liable for any action for monetary damages for breach of his or her duty as a Director, whether such action is brought by or in the right of the corporation or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a Director of the corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or risen, prior to such amendment, repeal or adoption.
13. The name and address of the incorporator are Joe B. Cogdell, Jr., 3300 One First Union Center, 301 South College Street, Charlotte, North Carolina 28202-6025.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 27 day of September, 1996.



Joe B. Cogdell, Jr., Incorporator (SEAL)