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ARTICLES OF INCORPORATION
OF
NORTH CAROLINA INDEPENDENT LIVING
OF DEAF PERSONS, INC.

EFFECTIVE
RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I

- (a) The name of the corporation is NORTH CAROLINA INDEPENDENT LIVING OF DEAF PERSONS, INC.
- (b) The period of duration of the corporation is perpetual.
- (c) The principal office of the corporation will be located at 8 West Third Street, Winston-Salem, North Carolina 27101.
- (d) The address of the initial registered office of the corporation in the State of North Carolina is 380 Knollwood Street, Suite 530, Winston-Salem, Forsyth County, North Carolina 27103; and the name of its initial registered agent as such address is James M. Iseman, Jr.

ARTICLE II

The purposes for which the corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the corporation shall have the power to provide elderly persons and

handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of 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 or in opposition to 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III

The corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the corporation's property.

- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of capital advances and project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development.
- (d) Upon the dissolution of the corporation; all of the remaining assets of the corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

ARTICLE IV

The number of directors of the corporation shall equal the number of directors of the North Carolina Association for the Deaf, Inc. a North Carolina non-profit entity, (the "Sponsor"), provided that such number shall not be less than seven (7) directors. The Sponsor or the successor in interest designated by such Sponsor shall appoint such directors. If the Sponsor shall fail to designate a successor in interest or no such successor in interest shall exist, the Board of Directors shall become self-perpetuating.

A director shall be eligible to serve successive terms.

The Sponsor shall have the power to fill the vacancy (for the remainder of an appointed term) created upon the death or resignation of a member prior to the expiration of the term to which he was appointed.

The Board of Directors shall have the power to remove a director with the vacancy filled in the manner described in the preceding paragraph.

The initial directors and the term for which each will serve, are set forth below:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
James M. Wilson	7801 Corder Drive Charlotte, NC 28212	3 years
Donnie Ray Stewart	6405 Snowbird Lane Charlotte, NC 28227	3 years
Lynda Ann Rankin Schott	123 Summerow Road Stanley, NC 28164	3 years
Frances Collett Apperson	10312 Kilmory Terrace Charlotte, NC 28210	3 years
Billy Ray McLain	1941 Angela Lane Kannapolis, NC 28083	3 years
Larry Donald Smolik	1518 Thompson Avenue	3 years
Lynn Capps Fierro	11907 Hookston Lane Charlotte, NC 28273-6713	3 years

The directors shall serve without compensation.

The officers of the corporation, as provided by the bylaws of the corporation, shall be elected by the directors of the corporation, in the manner therein set out, and shall

serve until their successors are elected and have qualified. The directors shall elect the regular officers of the corporation at the annual meeting for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held on the first Monday in March of each year unless another date is designated by the Board of Directors.

ARTICLE V

Bylaws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development referred to in Article III hereof.

ARTICLE VI

So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

ARTICLE VII

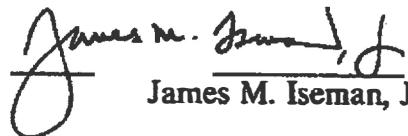
The corporation shall have no members.

ARTICLE VIII

The name and address of the incorporator are James M. Iseman, Jr., 380 Knollwood Street, Suite 530, Winston-Salem, North Carolina 27103.

These Articles of Incorporation shall be effective upon filing.

This the 27th day of February, 1995.


James M. Iseman, Jr.
INCORPORATOR

STATE OF NORTH CAROLINA)

COUNTY OF FORSYTH)

I, Barbara K. Samuelson, a notary public, do hereby certify that JAMES M. ISEMAN, JR. personally appeared before me this 27th day of February, 1995, and acknowledged the due execution of the foregoing Articles of Incorporation.

Barbara K. Samuelson
Notary Public

My Commission Expires:

August 23, 1998
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