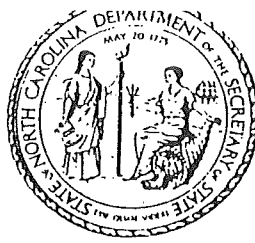


State of
North
Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (5 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

HOSPITALITY HOUSE OF THE BOONE AREA, INC.

and the probates thereon, the original of which was filed in this office on the 7th day of September 19 84, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 7th day of September in the year of our Lord 19 84.



Thad Eure
Secretary of State
By *[Signature]*
Deputy Secretary of State

SEP 7 10 49 AM '61
ARTICLES OF INCORPORATION
OF
HOSPITALITY HOUSE OF THE BOONE AREA, INC.
SECRETARY OF STATE
NORTH CAROLINA
NONPROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, do hereby associate ourselves into 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 "Nonprofit Corporation Act", and the several amendments thereto, and to that end do hereby set forth:

I.

The name of the corporation is HOSPITALITY HOUSE OF THE BOONE AREA, INC.

II.

The corporation shall have perpetual duration.

III.

The corporation is organized for the following purposes:

A. To provide supportive living environment for people in emergency situations who are temporarily in need of housing, assistance and support, and for any other purposes determined by the Board of Directors. The Corporation shall have power and authority to collect money, furnishings, food or supplies; to buy, sell or encumber real estate and other property; and to otherwise make proper provision for the care, assistance, counseling or other help that may be necessary, needful and proper for persons in need because of disaster or other emergencies as may be determined by the Board of Directors.

B. To acquire, solicit and receive gifts and donations and administer funds from individuals, corporations or other legal sources toward the

Prepared by:

E. E. BROWN
Attorney

Box 1776
Boone, N.C.
28607
/264-8234

Page Two

purchasing of a building, alteration and renovation of the facilities to carry out the above-cited purposes for those determined to be in need or otherwise eligible for temporary housing or other facilities deemed needful, necessary or proper as determined by the by-laws of the Corporation.

IV.

There shall be no members as such but shall be operated and available for the use of the designated caretaker or staff members as determined by the By-Laws of the Corporation and Directors.

V.

The Board of Directors of the Corporation shall not exceed fifteen (15) members, with churches, organizations and concerned and interested individuals as determined by the Board of Directors and as set out and provided for in the By-Laws of the Corporation.

VI.

The address of the initial registered office of the Corporation is
St. Luke's Episcopal Church, 205 College Street, Boone, ^{WATAUGA COUNTY} North Carolina, 28607
and the original registered agent of the Corporation is Charles K. Blanck, 205

Prepared by:

DE E. BROWN
Attorney

P. O. Box 1776
Boone, N.C.
28607
4/264-8234

College Street, Boone, North Carolina, 28607.

VII.

The number of Directors constituting the initial Board of Directors shall be five, and the names and addresses of the persons who are to serve as Directors until the first meeting of the corporation or until their successors are elected and qualified are:

Wade E. Brown	Fairway Drive, P.O. Box 1776, Boone, N.C. 28607
Herbert Hash, Jr.	c/o First Baptist Church, College Street, Boone, North Carolina, 28607.
B. Otto Wheeley	1 Laurel Lane, Boone, North Carolina 28607
James Marsh, Sr.	Watauga Savings and Loan Association, 106 West King St., Boone, North Carolina 28607
Charles K. Blanck	St. Luke's Episcopal Church, 205 College Street, Boone, North Carolina 28607.

VIII.

In addition to the powers granted corporations under the laws of the State of North Carolina, the Corporation shall have full power and authority to:

A. To provide supportive living environment for people in emergency situations who are temporarily in need of housing, assistance and support, and for any other purposes determined by the Board of Directors. The Corporation shall have power and authority to collect money, furnishings, food or supplies; to buy, sell or encumber real estate and other property; and to otherwise make proper provision for the care, assistance, counseling or other help that may be necessary, needful and proper for persons in need because of disaster or other emergencies as may be determined by the Board of Directors.

B. To acquire, solicit and receive gifts and donations and administer

Prepared by:

Wade E. Brown
Attorney

P.O. Box 1776
Boone, N.C.
28607
1/264-8234

funds from individuals, corporations or other legal sources toward the purchasing of a building, alteration and renovation of the facilities to carry out the above cited purposes for those determined to be in need or otherwise eligible for temporary housing or other facilities deemed needful, necessary or proper as determined by the by-laws of the Corporation.

C. The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying and continue to qualify as a corporation described in section 501(c) (3) of the Internal Revenue Code of 1954 as amended, nor shall it engage directly or indirectly in any activity which might cause the loss of such qualifications.

D. No part of the assets, gifts or receipts of this corporation shall ever be used for purposes other than religious, educational, medical or other cultural purposes within the section 501(c) (3).

IX.

In the event of dissolution of this corporation all the assets of the corporation shall be distributed to a tax exempt organization within the context and meaning of section 501 (c) (3) of the Internal Revenue Code.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 31st day of August, 1984 A.D.

INCORPORATOR

"

"

"

"

E. Brown
Herbert A. Schuch Jr.
B. Otto Wheeler
James P. ...
Charles K. Blarck

pared by:
E. BROWN
orney
Box 1776
, N.C.
07

STATE OF NORTH CAROLINA

COUNTY OF WATAUGA

This is to certify that on the 31st day of August, 1984 A.D., before me, a Notary public, personally appeared Wade E. Brown, Herbert Hash, Jr., B. Otto Wheeley, James Marsh, Sr., and Chuck Blanck, who, I am satisfied, are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, this the 31st day of August, 1984 A.D.

Kay H. Fletcher

My Commission expires:

10-27-85

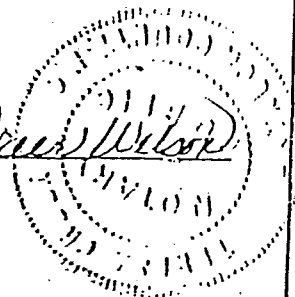
North Carolina
Watauga County

I, Teresa Greer Wilson, a Notary Public for said County and State, do hereby certify that James P. Marsh personally appeared before me this day, and being duly sworn, stated that in his presence see previous page for list of men acknowledged the execution of the foregoing instrument.

Witness my hand and official seal, this the 31st day of August, 1984.

Teresa Greer Wilson
Notary Public

My commission expires 11-6, 1988.



d by:

BROWN
ey

1776
.C.

8234

0000453

NORTH CAROLINA

WATAUGA COUNTY

Filed for registration on the 13th day of September

19 84, at 11:00 o'clock A.M., and registered in the

office of the Register of Deeds of Watauga County, North Carolina

on the 13th day of September 19 84

In Book I of Corporations

at page 447

Phyllis E. Foster

Register of Deeds

by:

Jan Townsend

Deputy

ARTICLE I

OFFICES

Section 1. Principal Office. The initial principal office of the HOSPITALITY HOUSE OF BOONE AREA, INC. (hereinafter called the "Corporation") in the State of North Carolina shall be located at 105 E. King Street, Boone, Watauga County, North Carolina, 28607.

Section 2. Registered Office. The registered office of the Corporation is located at 105 E. King Street, Boone, Watauga County, North Carolina, 28607.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The officers and management of this Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors. All powers of this Corporation, including the power to adopt By-Laws and amend and alter the same, are vested in the Board of Directors.

Section 2. Number, Term of Office and Qualifications. The number of Directors shall not exceed 15. All directors named shall serve until the next annual meeting, or until their successors shall have been elected and qualified.

Section 3. Election of Directors. Members of the Board of Directors shall be nominated and selected as follows:

A. Seven members from the Boone Area Coalition of Churches, representing not fewer than five of the participating churches,

B. Six members representing not fewer than five service organizations illustrated by the following: Mental Health, Social Services, Hunger Coalition, WAWY, Town and County Law Enforcement, ASU, and OASIS.

C. Two members from the community at large.

Section 4. Chairman of the Board. There may be a Chairman of the Board elected by the Directors from their number at any annual meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 5. Compensation. The Board of Directors will not be compensated for their services as such, but may be paid for professional or other services actually rendered to the Corporation, if any, and may be reimbursed by the Corporation for expenses actually incurred.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held in each year on the first quarter of the calendar year at a date determined by the Board 30 days in advance. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. At least 6 regular meetings of the Board of Directors, including the annual meeting, shall be provided for each year by resolution of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two Directors.

Section 3. Quorum. A quorum shall consist of a simple majority of the members of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Officers of the Corporation. The officers of the Corporation shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer and other officers as the Board of Directors may from time to time elect.

Section 2. Election and Term. The officers of the Corporation shall be elected at each annual meeting by the Board of Directors and each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified.

Section 3. Chairman. The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation.

Section 4. Vice-Chairman. In the absence of the Chairman

or in the event of his or her death, inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to the restrictions upon the Chairman.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of all Committees in one or more books provided for that purpose.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in the Watauga Savings and Loan Association of Boone, North Carolina and to give a full report of monies and other things of value received and amounts paid out to the Board of Directors at the annual meeting and perform all of the duties as from time to time may be assigned by the Chairman or Board of Directors or by these By-Laws.

ARTICLE V

GENERAL PROVISIONS

Section 1. Seal. The Corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the Corporate seal of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 3. Employees. The Board of Directors is authorized to employ a person to be known as Director/Program Coordinator and such other employees as may from time to time be authorized by the Board of Directors.

Section 4. Amendments. Except as otherwise provided herein, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of at least 60% of the Directors then holding office at any regular or special meeting of the Board of Directors.

Articles of Incorporation

BY-LAWS OF HOSPITALITY HOUSE OF BOONE AREA, INC. (A North Carolina Non-Profit Corporation)

ARTICLE I: Name, office and seal.

Section 1: Name. The name of the organization shall be Hospitality House of Boone Area, Inc.

Section 2: Principal office. The principal office of the corporation shall be at 410 East King Street, Boone, Watauga County, North Carolina 28607.

Section 3: Corporate Seal. The corporate seal of the organization shall have inscribed thereon the name of the corporation.

ARTICLE II: Purpose.

The object and purposes of this corporation shall be:

- A. To provide a supportive living environment for people in emergency situations who are temporarily in need of housing, assistance and support, and for any other purposes determined by the board of directors.
- B. To have and exercise all of the corporate powers provided in Chapter 55A, the Non-profit Corporations Act of North Carolina, and all powers consistent therewith and necessary and proper to the operation of this corporation.

ARTICLE III: Board of Directors.

Section 1: General Powers. The activities and affairs of this corporation, including the control and distribution of its property and funds, shall be vested in the board of directors. All powers of this corporation, including the power to adopt by-laws and amend and alter the same, are vested in the board of directors.

Section 2: Number of directors. The board of directors shall consist of fifteen directors who shall be interested in and supportive of the purposes of the corporation. All directors shall serve for a term of three years, or until their successors shall have been elected and qualified.

Section 3: Election of directors. Members of the board of directors shall be nominated and selected as follows:

A. Seven members from the Boone Area Coalition of Churches, representing not fewer than five of the participating churches.

B. Six members representing not fewer than five service organizations, as illustrated by the following: Mental Health, Social Services, the Hunger Coalition, WAMY, town and county law enforcement, ASU and OASIS.

C. Two members from the community at large.

Section 4: Chair of the board. There shall be a chair of the board elected by the directors from their number at any annual meeting of the board. There shall be a chair-elect of the board who will succeed the chair at the end of the term of the chair. The chair shall preside at all meetings of the board of directors and perform such other duties as may be directed by the board.

Section 5: Compensation. The board of directors will not be compensated for their services, but may be paid for professional or other services actually rendered to the corporation, if any, and may be reimbursed by the corporation for expenses actually incurred.

ARTICLE IV: Meetings of Directors.

Section 1: Annual and regular meeting. The annual meeting of the board of directors shall be held each year in December at a date determined by the board thirty days in advance. In addition, the board of directors may provide, by resolution, a time and place for the holding of additional regular meetings. At least six regular meetings of the board of directors, including the annual meeting, shall be provided for each year by resolution of the board of directors.

Section 2: Special meetings. Special meetings of the board of directors may be called by or at the request of the chair or any two directors.

Section 3: Notice. Notice of the time and place of any regular meeting of the board of directors shall be served upon or telephoned to each director at least forty-eight hours prior to date of such regular meeting, or mailed or telegraphed to each director at his or her address as it then appears in the records of the corporation at least four days prior to the time of such meeting. Notice of the date, time, and place of any special meeting of the board shall be given in the same manner as for a regular meeting. Notice of the time and place of any meeting of the board may be waived in writing either before or after the holding of the meeting, which waiver shall be filed with or entered upon the records of the meeting.

Section 4: Board actions without meetings. Any action which might be taken at a meeting of the board of directors may be taken

without a meeting if authorized by writing or writings signed by all of the directors, provided however, that such writing or writings be filed forthwith with the secretary of the corporation and inserted in the permanent records or minutes relating to meeting of the board of directors.

Section 5: Quorum: A quorum shall consist of five members of the board of directors.

ARTICLE V: Officers.

Section 1: Officers of the corporation. The officers of the corporation shall consist of a chair, chair-elect, secretary, and treasurer and other officers of the board of directors as the board of directors may from time to time elect.

Section 2: Election and term. The officers of the corporation shall be elected at each annual meeting of the board of directors and each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified.

Section 3: Chair of the board. The chair shall be the principal executive officer of the corporation and subject to the control of the board of directors, shall in general supervise and control all business and affairs of the corporation.

Section 4: Chair-elect. In the absence of the chair, or in the event of his or her death, inability or refusal to act, the chair-elect shall perform the duties of the chair, and when so acting shall have all of the powers and be subject to the restrictions upon the chair. The chair-elect shall succeed the chair as chair of the board of directors.

Section 5: Secretary. The secretary shall keep the minutes of the meetings of the board of the directors and all committees in one or more books provided for that purpose.

Section 6: Treasurer. The treasurer shall supervise all monies and securities of this corporation and shall have them deposited in the name of the corporation in such bank or banks as the directors may designate. The treasurer shall be responsible for disbursement of the monies of the corporation and payment of the just demands of the corporation or as may be ordered by the board of directors, and shall be responsible for the maintenance of proper vouchers or other appropriate records for such disbursements. The treasurer shall render to the board of directors, from time to time as may be required, an account of all transactions as treasurer and of the financial condition of the corporation. The treasurer shall perform all of the duties as from time to time may be assigned by the chair or board of directors or by these by-laws.

Section 7: Executive director. The executive director shall be hired by the board of directors and shall serve at the pleasure of the board of directors. The executive director shall be the chief operating officer of the corporation and shall perform such duties as may be assigned by the board of directors or delegated by the chair. The director shall follow personnel policies subject to the approval of the board of directors, shall employ and discharge all other employees of this corporation and shall report to the board of directors at each meeting of the board with regard to personnel changes, policies and plans.

ARTICLE VI: General Provisions.

Section 1: Fiscal year. The fiscal year of the corporation shall be fixed by the board of directors.

Section 2: Amendments. Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by an affirmative vote of at least sixty percent of the directors then holding office at any regular or special meeting of the board of directors.

Section 3: Conduct of meetings. The conduct of all meetings shall be according to Roberts Rules of Order to the extent that said Rules of Order are consistent with the laws of North Carolina and said Rules of Order shall be the final authority unless otherwise provided in accordance with the by-laws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Hospitality House of Boone Area, Inc., a North Carolina non-profit corporation, and that the foregoing by-laws constitute the by-laws of said corporation as duly adopted in a meeting of the board of directors thereon held on the 16 December 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation, this the 16 day of December 1991.

May Gray

BY-LAWS OF
HOSPITALITY HOUSE OF THE BOONE AREA, INC.
(A North Carolina Non-Profit Corporation)

ARTICLE 1: Name, office and seal.

Section 1: Name. The name of the organization shall be Hospitality House of the Boone Area, Inc.

Section 2: Principal office. The principal office of the corporation shall be at 302 West King Street, Boone, Watauga County, North Carolina 28607.

Section 3: Corporate seal. The corporate seal of the organization shall have inscribed thereon the name of the corporation.

Article II: Purpose.

The object and purposes of this corporation shall be:

- A. To provide a supportive living environment for people in emergency situations who are temporarily in need of housing, assistance and support, and for any other purposes determined by the Board of Directors.
- B. To have and exercise all of the corporate powers provided in Chapter 55A, the Non-profit Corporations Act of North Carolina, and all powers consistent therewith and necessary and proper to the operation of this corporation.

Article III: Board of Directors.

Section 1: General powers. The activities and affairs of this corporation, including the control and distribution of its property and funds, shall be vested in the Board of Directors. All powers of this corporation, including the power to adopt by-laws and amend and alter the same, are vested in the Board of Directors.

Section 2: Number of directors. The Board of Directors shall consist of seventeen directors.

- A. Fifteen of the directors shall serve a term of three years. One third of the directors serving a three-year term shall be elected at each annual meeting. A director may serve two

consecutive terms. After one year of absence from the board he or she may be re-elected to the board.

- B. The president of Hearts of Hospitality House shall serve on the Board of Directors during her two-year term of office.
- C. A present or former client of Hospitality House shall serve a one-year term. He or she may serve two consecutive terms. After a one-year absence from the board, he or she may be re-elected to the board.

Section 3: Election of directors. A list of proposed Board members will be presented at the annual meeting to be elected by a majority vote of the existing Board (a positive vote of nine). In the event of a vacancy in Board membership for any reason, an individual will be nominated to fill the unexpired term of the person leaving the Board and elected by a majority vote of the existing Board. Members of the Board of Directors shall be interested in and supportive of the purposes of the corporation. The diversity of the Board shall reflect that found in the population of Watauga County. The Board of Directors shall be composed of representatives of the community at large, churches, areas of social services, mental health, law enforcement, Appalachian State University and the legal profession.

Section 4: Chair of the Board. There shall be a Chair of the Board elected by the directors from their number at any annual meeting of the Board. There shall be a Chair-elect of the Board who will succeed the Chair at the end of the term of the chair. The Chair shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 5: Compensation. The Board of Directors will not be compensated for their services, but may be paid for professional or other services actually rendered to the corporation, if any, and may be reimbursed by the corporation for expenses actually incurred.

Article IV: Meetings of Directors.

Section 1: Annual and regular meetings. The annual meeting of the Board of Directors shall be held each year in December at a date determined by the Board thirty days in advance. In addition, the Board of Directors may provide, by resolution, a time and place for the holding of additional regular meetings. At least six regular meetings of the Board of Directors, including the annual meeting, shall be provided for each year by resolution of the Board of Directors.

Section 2: Special meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors.

Section 3: Notice of meetings. Notice of the time and place of any meetings of the Board of Directors shall be communicated to each director at least forty-eight hours prior to the meeting. Notice of the date, time, and place of any special meeting of the Board shall be given in the same manner as for a regular meeting. Notice of the time and place of any meeting of the Board may be waived in writing either before or after the holding of the meeting, which waiver shall be filed with or entered upon the records of the meeting.

Section 4: Board actions without meetings. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by writing or writings signed by all of the directors, provided however, that such writing or writings be filed forthwith with the Secretary of the corporation and inserted in the permanent records or minutes relating to meeting of the Board of Directors.

Section 5: Quorum: A quorum shall consist of nine members of the Board of Directors.

Article V: Officers, Executive Director, and Employees.

Section 1: Officers of the corporation. The officers of the corporation shall consist of a Chair, Chair-elect, Secretary, and Treasurer and other officers of the Board of Directors as the Board of Directors may from time to time elect. These candidates for office shall be proposed by an ad hoc committee at the annual meeting.

Section 2: Election and term. The officers of the corporation shall be elected at each annual meeting of the Board of Directors by a majority vote and each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified.

Section 3: Chair of the Board. The Chair shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the corporation. The Chair shall appoint all *ad hoc* committees to perform the work of the board.

Section 4: Chair-elect. In the absence of the Chair, or in the event of his or her death, inability or refusal to act, the Chair-elect shall perform the duties of the Chair, and when so acting shall have all of the powers and be subject to the restrictions upon the Chair. The Chair-elect shall succeed the Chair as Chair of the Board of Directors.

Section 5: Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in an appropriate location.

Section 6: Treasurer. The Treasurer shall be responsible for overseeing the financial operations of the corporation. The Treasurer will monitor the income and expenditures of the corporation and stay aware at all times of the general financial condition of the corporation; cooperate with, and offer advice to, the Executive Director or other staff in designing and implementing the financial control and record-keeping system of the corporation; make a report at each board meeting on the financial status of the corporation and the degree of adherence to planned income and expenditures as represented by the budget; be the chair of the Finance Committee and work with the Executive Director to prepare an annual budget for the Board's consideration; coordinate, in cooperation with the Executive Director, the banking arrangements of the corporation and make recommendations to the Board as necessary about such arrangements; and make recommendations to the Board about any debt the corporation may undertake to acquire.

Section 7: Executive Director. The Executive Director shall be hired by the Board of Directors and shall serve at the pleasure of the Board of Directors. The Executive Director shall be the chief operating officer of the corporation and shall perform such duties as may be assigned by the Board of Directors or by the Chair of the Board. The Executive Director shall follow personnel policies subject to the approval of the Board of Directors and shall report to the Board of Directors at each meeting of the Board with regard to personnel changes, policies and plans. Other employees shall be hired by and discharged by the Executive Director.

Article VI: General Provisions.

Section 1: Fiscal year. The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 2: Amendments. Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by an affirmative vote of at least sixty percent of the directors then holding office at any regular or special meeting of the Board of Directors.

Section 3: Conduct of meetings. The conduct of all meetings shall be according to Robert's Rules of Order to the extent that said Rules of Order are consistent with the laws of North Carolina and said Rules of Order shall be the final authority unless otherwise provided in accordance with the by-laws.

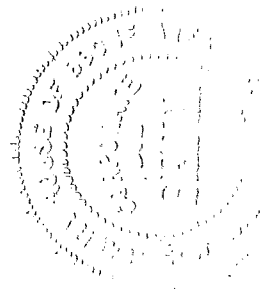
Article VII: Policy of Non-discrimination. Hospitality House of the Boone Area, Inc. shall not discriminate on the basis of race, sex, age, disability, religion, sexual orientation or national origin in its board membership, staff, and provision of services.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Hospitality House of the Boone Area, Inc., a North Carolina non-profit corporation, and that the foregoing by-laws constitute the by-laws of said corporation as duly adopted in a meeting of the Board of Directors thereon held on the 13th day of June, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of the corporation, this the 13th day of June, 2006

Kay K. Borlowski



Internal Revenue Service

Date: April 11, 2006

HOSPITALITY HOUSE OF THE BOONE
AREA INC
302 W KING ST
BOONE NC 28607-3519 027

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:
Ronnie Clemons ID# 31-04020
Customer Service Representative
Toll Free Telephone Number:
877-829-5500
Federal Identification Number:
56-1442966

Dear Sir or Madam:

This is in response to your request of April 11, 2006, regarding your organization's tax-exempt status.

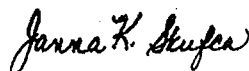
In September 1985 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Janna K. Skufca, Director, TE/GE
Customer Account Services



NORTH CAROLINA

Department of The Secretary of State

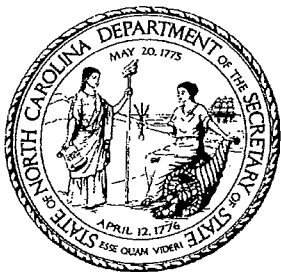
CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

HOSPITALITY HOUSE OF THE BOONE AREA, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 7th day of September, 1984 , with its period of duration being Perpetual.

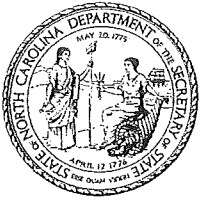
I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Nonprofit Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of November, 2006

Elaine F. Marshall

Secretary of State



NORTH CAROLINA

Department of the Secretary of State

Charitable Solicitation License

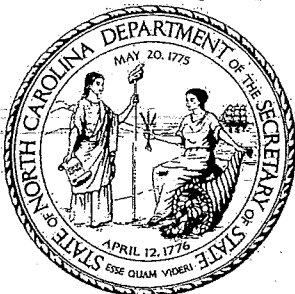
This document certifies that, in accordance with the provisions of Chapter 131F of the General Statutes of North Carolina,

Hospitality House of the Boone Area, Inc.

North Carolina Solicitation License Number: SL002176

Federal Tax Exempt Status: 501(c)(3) Charitable Organization

with headquarters in Boone, NC is hereby duly licensed by the Department of the Secretary of State to solicit charitable contributions in North Carolina for the purposes set forth in the application for license approved by and filed with the Department of the Secretary of State. This license is not transferable and shall continue in full force and effect from the 15th day of November, 2009 to the 15th day of November, 2010, unless revoked for cause.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this the 19th day of November, 2009.

Claine J. Marshall

Secretary of State