

State of North Carolina  
 Department of the Secretary of State

ARTICLES OF INCORPORATION  
 NONPROFIT CORPORATION

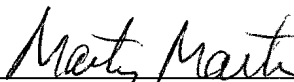
Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is: Dryad
2.  (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
3. The street address and county of the initial registered office of the corporation is:  
 Number and Street Suite A 200, 2024 W. Main Street  
 City, State, Zip Code Durham, North Carolina 27705-4667 County Durham
4. The mailing address *if different from the street address* of the initial registered office is:  
 \_\_\_\_\_
5. The name of the initial registered agent is:  
Todd Vision
6. The name and address of each incorporator is as follows: \_\_\_\_\_  
Marty Martin, Martin Law Firm, PO Box 19636, Raleigh, North Carolina 27619-9636  
 \_\_\_\_\_
7. (Check either a or b below.)  
 a.  The corporation will have members.  
 b.  The corporation will not have members.
8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
9. Any other provisions which the corporation elects to include are attached.
10. The street address and county of the principal office of the corporation is:  
 Number and Street Suite A200, 2024 W. Main Street  
 City, State, Zip Code Durham, North Carolina 27705-4667 County Durham
11. The mailing address *if different from the street address* of the principal office is:  
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12. These articles will be effective upon filing, unless a later time and/or date is specified: Upon filing

This is the 19 day of July, 2012.

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*Signature of Incorporator*

Marty Martin, Counsel for Dryad

*Type or print Incorporator's name and title, if any*

**Purpose of Corporation**

This corporation is organized for the following purpose(s) (*check as applicable*):

- religious,
- charitable,
- educational,
- testing for public safety,
- scientific,
- literary,
- fostering national or international amateur sports competition, and/or
- prevention of cruelty to children or animals,

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code).

**Prohibited Activities**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, 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 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 (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 provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3)

of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### **Distributions Upon Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.