

**Articles of Incorporation
of the
School Nutrition Association of North Carolina**

A Non-profit Organization

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, contained in chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", section 501 (C) (6) of the Internal Revenue Code of 1986, and the several amendments thereto, do hereby set forth:

Article I-The Name

The association shall be known as the School Nutrition Association of North Carolina, an incorporated membership organization. It is an affiliate of the School Nutrition Association.

Article II-Purpose

The purpose of this association shall be to:

1. Promote the optimal health, nutrition, and education of all children supporting nutritionally-adequate and educationally sound, financially accountable, nonprofit child nutrition and school community .
2. Promote high standards for child nutrition and school community nutrition programs with emphasis on nutritionally adequate meals that are appealing to children.
3. Promote united efforts among school personnel, allied organizations, industry and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education program.
4. Promote high standards and provide appropriate educational program incentives and recognition for professional development of child nutrition personnel.
5. Promote research and development in child nutrition programs.
6. Promote the national nutrition policy and legislation which provides optimal nutrition and nutrition education for children.
7. Promote the involvement of students and the school community in child nutrition programs.
8. Promote membership and provide services to members.
9. Take any and all actions authorized to corporations organized not for

profit under the laws of the State of North Carolina and the aforementioned section of the Internal Revenue Code to carry out the foregoing objectives and purposes.

Article III-Term

This corporation shall have perpetual existence.

Article IV-Membership

Membership shall comprise persons presently or previously employed in, teaching, or administering food and nutrition service programs in schools, colleges, and universities at every level; persons employed by the corporation itself or by any level of government dealing with such food and nutrition service programs; and those further persons upon whom the Corporation may confer honorary membership. Membership in this Corporation shall be further governed by criteria established within the Bylaws of this Corporation; the kinds and classes of members and rights and privileges of each shall be set forth in the Bylaws.

Article V-Management

The Corporation shall be managed by an Executive Board, the members of which shall constitute the Directors of this Corporation. The Directors shall be elected by the membership of the Corporation as provided in the Bylaws of the Corporation, except for the Executive Director of the Corporation, who shall be appointed by the Directors.

The officers of the Corporation shall consist of those persons filling offices designated by the Bylaws of this Corporation and subject to the terms and conditions therein set forth.

The House of Delegates shall be the legislative body of the Association. It shall formulate goals and policies under which the Executive Board manages the affairs of the Association. Membership of the House of Delegates shall be provided for in the bylaws.

Article VI-Registered Office And Agent

The address of the initial registered office of the Corporation is School Nutrition Association of North Carolina in the County of Mecklenburg, State of North Carolina, 9826 Sandman Lane, Charlotte, NC 28216. The name and initial registered agent of the Corporation at that office is Dawn Ferguson Roth a resident of North Carolina and an initial director of the Corporation.

Article VII-Initial Director

The name and address of the initial director of the Corporation is Dawn Ferguson Roth, School Nutrition Association of North Carolina, 9826 Sandman Lane, Charlotte, NC 28216.

Article VIII-Tax-Exempt Status

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501 (c) (6) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, of any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Article IX-Dissolution

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director, or officer, or any private individual.

Article X-Limitation of Liability

To the fullest extent permitted by the North Carolina Nonstock Corporation Act, as now in effect or as may hereafter be amended, no Officer or Director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an Officer or Director of the Corporation.

Article XI-Seal

The Corporation hereby adopts a corporate seal with the words "School Nutrition Association of North Carolina" written in a circle around the seal.