



# NORTH CAROLINA

## Department of the Secretary of State

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**To all whom these presents shall come, Greetings:**

I, Elaine F. Marshall, 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**

**LOVE OUT LOUD**

the original of which was filed in this office on the 20th day of May, 2015.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of May, 2015.

*Elaine F. Marshall*

**Secretary of State**

**C2015 139 00473**

**ARTICLES OF INCORPORATION  
OF  
LOVE OUT LOUD**

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the North Carolina General Statutes, entitled the "NORTH CAROLINA NONPROFIT CORPORATION ACT" (the "Act") and to that end sets forth:

**ARTICLE I  
NAME**

The name of the Corporation shall be "Love Out Loud".

**ARTICLE II  
EXISTENCE**

The existence of the Corporation is to be perpetual.

**ARTICLE III  
CHARITABLE OR RELIGIOUS ORGANIZATION**

The Corporation is a charitable or religious corporation within the meaning of North Carolina General Statute § 55A-1-40(4).

**ARTICLE IV  
PURPOSES**

The purpose for which the Corporation is organized is to exercise all powers possessed by corporations formed under the Act, as it exists or may hereafter be amended (or under any successor codification of the laws governing nonprofit corporations in the State of North Carolina), that are not inconsistent with the Corporation's qualification under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or under any corresponding provision of any successor codification (a "Successor Code") of the federal tax laws), as a corporation organized and operated exclusively for charitable, religious, scientific, literary or educational purposes.

## **ARTICLE V INTERNAL AFFAIRS**

The following provisions shall regulate the internal affairs of the Corporation:

A. The Corporation's stated purposes shall be construed and its operations shall be conducted so as to qualify the Corporation under § 501(c)(3) of the Code (or under any corresponding provision of any Successor Code) as a corporation organized and operated exclusively for charitable, religious, scientific, literary or educational purposes.

B. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its 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.

C. No substantial part of the Corporation's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

D. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. 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 § 501(c)(3) of the Code (or under any corresponding provision of any Successor 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 organization or organizations, such as the Court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

## **ARTICLE VI PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 121 Covington Place, Lewisville, Forsyth County, North Carolina 27023.

## **ARTICLE VII REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Corporation in the State of North Carolina is 121 Covington Place, Lewisville, Forsyth County, North Carolina 27023, and the name of its initial registered agent at such address is Charles W. Spong, II. The mailing address is the same as the street address.

## **ARTICLE VIII MEMBERSHIP**

The Corporation shall have no members.

## **ARTICLE IX DIRECTORS**

The initial directors of the Corporation shall be appointed by the Incorporator, and thereafter directors shall be elected or appointed in the manner and for the terms provided in Bylaws adopted by the initial directors.

## **ARTICLE X LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent permitted by the Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the Corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

## **ARTICLE XI INDEMNIFICATION**

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs,

expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the NORTH CAROLINA NONPROFIT CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

## ARTICLE XII INCORPORATOR

The name and address of the Incorporator are:

Name

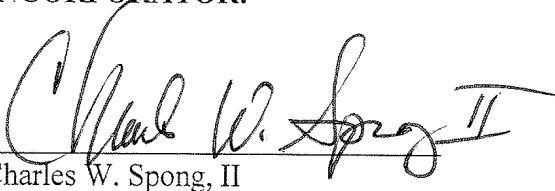
Address

Charles W. Spong, II

121 Covington Place  
Lewisville, NC 27023

IN WITNESS WHEREOF, I have set my hand this 15<sup>th</sup> day of May 2015.

INCORPORATOR:

  
Charles W. Spong, II