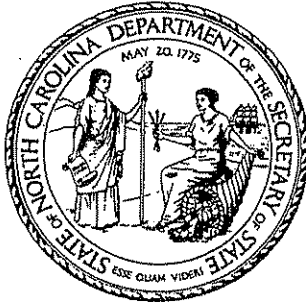


# State of North Carolina



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 ( 2 sheets) to be a true copy of*

ARTICLES OF INCORPORATION

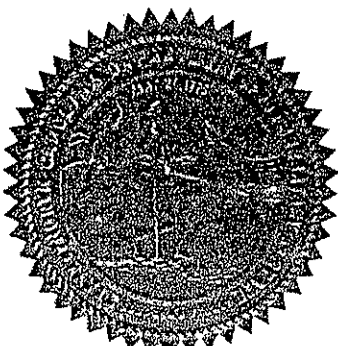
OF

INTERNATIONAL PREGNANCY ADVISORY SERVICES

*and the probates thereon, the original of which was filed in this office on the 5th day of October 19 73, 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 5th day of October in the year of our Lord 19 73.*



Secretary of State

By   
Deputy Secretary of State

FILED

184630

OCT 3 12 18 PM '73

THIS IS A  
CERTIFICATE OF STATE  
FILED IN CAROLINA

## ARTICLES OF INCORPORATION

OF

## INTERNATIONAL PREGNANCY ADVISORY SERVICES

(Name of Corporation)

## A NON-PROFIT CORPORATION

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, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is INTERNATIONAL PREGNANCY ADVISORY SERVICES

2. The period of duration of the corporation shall be perpetual

(May be perpetual or for a limited period)

3. The purposes for which the corporation is organized are:

- a.) To promote and support the extension of private fertility control services;
- b.) To establish standards for the provision of fertility control services;
- c.) To provide consultation in the organization of fertility control services;
- d.) To disseminate information concerning the provision of fertility control services; and
- e.) To develop, organize, finance and support systems for fertility control services.

4. The corporation is to have the following class or classes of members: (If there are to be no members, so state.)

- a.) Regular members;
- b.) Affiliate members; and
- c.) Institutional members.

All members shall be non-voting members.

5. Directors of the corporation shall be elected in the following manner:

By majority vote of Directors then holding office.

6. The address of the initial registered office of the corporation is as follows:

Street address, (if none, so state) NCNB Plaza, 136 E. Rosemary Street,

City or town Chapel Hill, North Carolina 27514

County Orange County

The name of the initial registered agent of the corporation at the above address is \_\_\_\_\_

J. Harvey Lucas

7. The number of directors constituting the initial board of directors shall be three (3) and the names and addresses (including street and number, if any) 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:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
Elton Kessel, IFRP,	NCNB Plaza, 136 E. Rosemary St.,	Chapel Hill, N.C. 27514
George H. Stathes, IFRP,	NCNB Plaza, 136 E. Rosemary St.,	Chapel Hill, N.C. 27514
J. Harvey Lucas, IFRP,	NCNB Plaza, 136 E. Rosemary St.,	Chapel Hill, N.C. 27514

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8. The names and addresses (including street and number, if any) of all the incorporators are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
Elton Kessel, IFRP,	NCNB Plaza, 136 E. Rosemary St.,	Chapel Hill, N.C. 27514
George H. Stathes, IFRP,	NCNB Plaza, 136 E. Rosemary St.,	Chapel Hill, N.C. 27514
J. Harvey Lucas, IFRP,	NCNB Plaza, 136 E. Rosemary St.,	Chapel Hill, N.C. 27514

9. 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 solicit, receive, maintain and distribute funds in support of the purposes of the corporation;
- b.) To acquire, improve and operate any real or personal property or interests or rights therein or appurtenant thereto necessary to achieve the purposes of the corporation;
- c.) To sell, convey, assign, mortgage or lease any real or personal property, necessary, convenient or proper to achieve the purposes of the Corporation.

10. \* a.) International Pregnancy Advisory Services is organized exclusively for education and scientific purposes, including for such purposes of making distribution to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

b.) This corporation is not organized for pecuniary profit nor shall it have any power to execute certificates of stock or declare dividends, and no part of any profits shall inure to the benefit of any officer, director, or individual. The balances, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations of the corporation, of whatever kind and nature, as they become due, shall be used to advance the objectives of the corporation.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 4th day  
of October, A.D. 1973

*Elton Kessel*  
*George H. Stathes*  
*J. Harvey Lucas*

STATE OF NORTH CAROLINA  
COUNTY OF ORANGE

This is to certify that on the 4th day of October, A.D. 1973, before  
me, a Notary Public of Durham County, N. C. personally appeared

ELTON KESSEL, GEORGE H. STATHES and J. HARVEY LUCAS

who, I am satisfied, are the persons named in and who executed the foregoing Article 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 4th day  
of October, A.D. 1973



*Lella Taylor Dezern*  
Lella Taylor Dezern, Notary Public  
Durham County, North Carolina

My commission expires: January 13, 1976.

\*Insert any provisions desired to be included in the Articles of Incorporation such as: regulation of internal affairs of the corporation, any matters required to be set forth in the by-laws, etc. See Chapter 55A of the General Statutes.

BOOK 11 PAGE 327

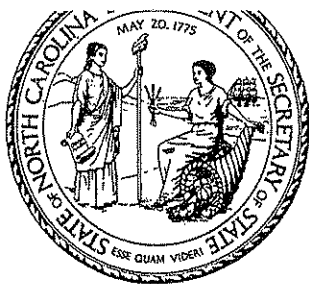
FILED  
BOOK/FILE # 11 PAGE # 32

OCT 8 11 07 AM '73

BETTY JUNE HAYES  
REGISTER OF DEEDS  
ORANGE COUNTY, N.C.

*held.*

# 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 ( 1 sheets) to be a true copy of*

ARTICLES OF AMENDMENT

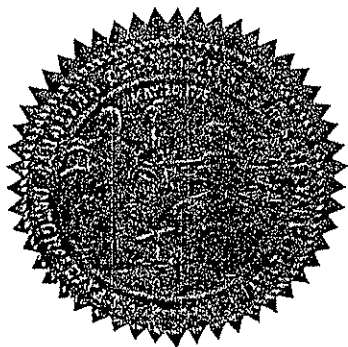
OF

INTERNATIONAL PREGNANCY ADVISORY SERVICES

*and the probates thereon, the original of which was filed in this office on the 18th day of October, 1973, 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 18th day of October in the year of our Lord 1973.*



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

194955

FILED

OCT 16 1973

FUTURE

STATE

COUNTY

# ARTICLES OF AMENDMENT TO THE CHARTER OF

INTERNATIONAL PREGNANCY ADVISORY SERVICES

(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

## I

Name of the corporation INTERNATIONAL PREGNANCY ADVISORY SERVICES

## II

At a regularly convened meeting of the directors ~~XXXXXX~~ (strike word inapplicable) of the corporation held on the 17th day of October, A. D. 1973, the following amendment to the articles of incorporation was adopted:

"BE IT RESOLVED: That Section 10 (c) be added to the Articles Of Incorporation, to read as follows:

'In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which are themselves exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose'."

## III

(Strike inapplicable paragraph)

There are no members of the corporation having voting rights. The above amendment received the affirmative vote of a majority of the directors in office.

or

~~The corporation has members with voting rights. A quorum was present at the meeting held on the above date; and the said amendment received at least two thirds of the votes entitled to be cast by members present or represented by proxy at such meetings.~~

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 17th day of October, A. D. 1973.

INTERNATIONAL PREGNANCY ADVISORY SERVICES

By: Elton Kessel

President

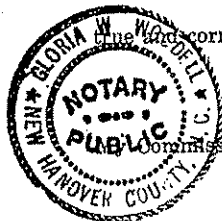
J. Harvey Lucas  
Secretary

STATE OF NORTH CAROLINA

COUNTY OF ORANGE

This is to certify that on this the 17th day of October, A. D. 1973, personally appeared before me Dr. Elton Kessel and J. Harvey Lucas, each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are

true and correct.



FILED

BOOK # 11

PAGE # 359

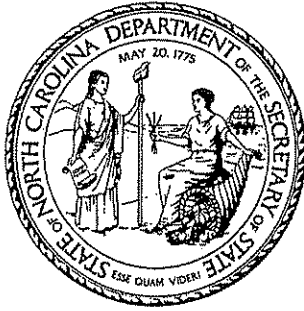
Gloria W. Woodell  
Notary Public

Commission expires: Oct 25 6 00 PM '74

BETTY JUNE HAYES  
REGISTER OF DEEDS  
ORANGE COUNTY, N.C.

BOOK 11 PAGE 359

# 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 ( 1 sheets) to be a true copy of*

ARTICLES OF AMENDMENT

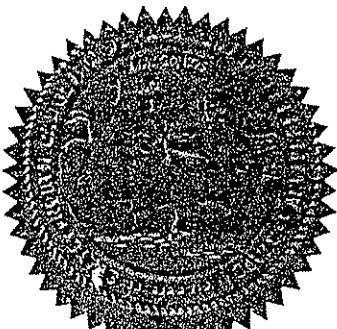
OF

INTERNATIONAL PREGNANCY ADVISORY SERVICES  
(which is now INTERNATIONAL PROJECTS ASSISTANCE  
SERVICES, INC.)

*and the probates thereon, the original of which was filed in this office on the 15th day of March, 19 77, 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 15th day of March in the year of our Lord 19 77.*



BOOK 12 PAGE 446

By

*[Signature]*  
Secretary of State  
*[Signature]*  
Deputy Secretary of State

223017

# ARTICLES OF AMENDMENT TO THE CHARTER OF

INTERNATIONAL PREGNANCY ADVISORY SERVICES  
(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

I

Name of the corporation INTERNATIONAL PREGNANCY ADVISORY SERVICES

II

At a regularly convened meeting of the directors/~~members~~ (strike word inapplicable) of the corporation held on the 1st day of March, A. D. 1977, the following amendment to the articles of incorporation was adopted:

RESOLVED: That the name of this corporation be changed to INTERNATIONAL PROJECTS ASSISTANCE SERVICES, INC. and that the charter of this corporation be and it hereby is amended to change its name accordingly, which change shall become effective upon the filing of appropriate Articles of Amendment with the Secretary of the State of North Carolina.

III

(Strike inapplicable paragraph)

There are no members of the corporation having voting rights. The above amendment received the affirmative vote of a majority of the directors in office.

or

The corporation has members with voting rights. A quorum was present at the meeting held on the above date and the said amendment received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meetings.

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 10 day of March, A. D. 1977.

INTERNATIONAL PREGNANCY ADVISORY SERVICES

By:

John B. Tomaro  
Vice-President  
James Allen, Jr.  
Secretary

STATE OF NORTH CAROLINA

COUNTY OF ORANGE

This is to certify that on this the 10th day of March, A. D. 1977, personally appeared before me John B. Tomaro and James Allen, Jr., each of whom, being by me first duly sworn, deposes and says that he signed the foregoing

"Articles of Amendment" in the capacity indicated, and that the statements therein contained are

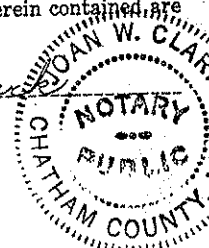
FILED  
BOOK 446  
true and correct.

MAR 18 11 30 AM '77

My Commission Expires September 16, 1981  
REGISTERED  
ORANGE COUNTY, N. C.

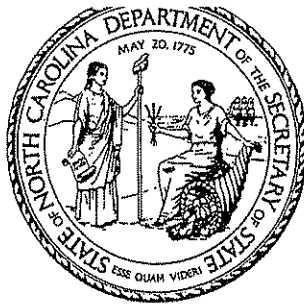
My Commission Expires September 16, 1981

BOOK 12 PAGE 447





# 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 ( 1 sheets) to be a true copy of

CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT

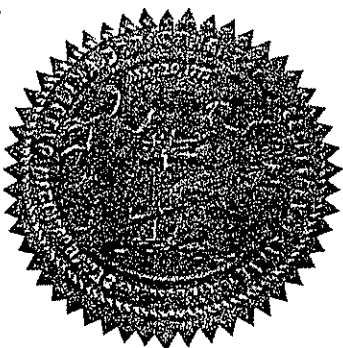
OF

INTERNATIONAL PROJECTS ASSISTANCE SERVICES, INC.

and the probates thereon, the original of which was filed in this office on the 16th day of March, 1977, 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 16th day of March in the year of our Lord 1977.



BOOK 12 PAGE 442

Secretary of State

By

Deputy Secretary of State

223071

FILED

CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT

MAR 10 10 13 AM '77

STATE OF NORTH CAROLINA

## DOMESTIC CORPORATION

1. Name of Corporation INTERNATIONAL PROJECTS ASSISTANCE SERVICES, INC.2. Address (including city, street and number, if none, so state, and county) of present  
registered office NCNB Plaza, 136 East Rosemary Street, Chapel Hill, Orange County,  
North Carolina3. Address (including city, street and number, if none, so state, and county) of registered  
office as changed Suite 206, 123 West Franklin Street, Chapel Hill, Orange  
County, North Carolina4. Name of present registered agent J. Harvey Lucas5. Name of registered agent as changed John B. Tomaro6. The address of the registered office of the corporation and the business address of the  
registered agent of the corporation, as changed, are identical.7. The change of registered office and/or registered agent as above set forth was author-  
ized by resolution duly adopted by the board of directors of the corporation.IN TESTIMONY WHEREOF, this statement is signed by the Vice- President and  
Secretary, this the 10 day of March, A. D. 1977INTERNATIONAL PROJECTS ASSISTANCE SERVICES, INC.

By:

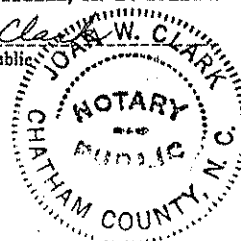
John B. Tomaro  
Vice-PresidentJames Allen, Jr.  
SecretarySTATE OF NORTH CAROLINACOUNTY OF ORANGEJOHN B. TOMAROand JAMES ALLEN, JR., beingthe Vice- President and \_\_\_\_\_ Secretary, respectively, of the above-named corporation,  
each being duly sworn, deposes and says that the facts stated in the foregoing "Change of Regis-  
tered Office or Registered Agent" are true and correct.Sworn to and subscribed before me this 10th day of March, A. D. 1977FILED  
BOOK/FEE # 12 PAGE # 442

MAR 10 11 29 AM '77

BETTY JUNE HAYES  
REGISTER OF DEEDS  
ORANGE COUNTY, N.C.

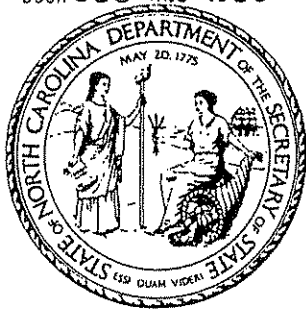
My Commission Expires September 1980 BOOK 12 PAGE 443

Notary Public



Allen - MacLean - Wright

# 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 ( 1 sheets) to be a true copy of*

CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

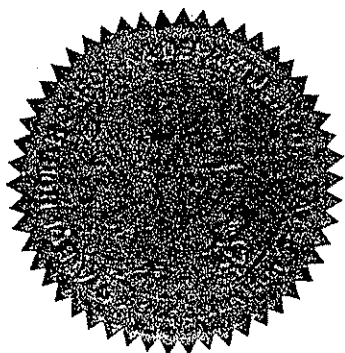
OF

INTERNATIONAL PROJECTS ASSISTANCE SERVICES, INC.

*and the probates thereon, the original of which was filed in this office on the 20th day of February 19<sup>87</sup>, 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 20th day of February in the year of our Lord 19<sup>87</sup>*



Secretary of State

By

Deputy Secretary of State

CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT

MAR 2 9 26 AM '87

BETTY JUNE HAYES  
REGISTER OF DEEDS  
ORANGE COUNTY, N.C.

## DOMESTIC CORPORATION

1. Name of Corporation International Projects Assistance Services, Inc.2. Address (including city, street and number, if none, so state, and county) of present registered office Suite 206, 123 West Franklin Street, Chapel Hill, Orange County,  
North Carolina.DOCUMENT #377572  
DATE 02/20/87 TIME 13:4  
FILED  
TARY EURE  
SECRETARY OF STATE  
NORTH CAROLINA3. Address (including city, street and number, if none, so state, and county) of registered office as changed 303 East Main Street, Carrboro, Orange County, North Carolina.4. Name of present registered agent John B. Tomaro5. Name of registered agent as changed Katie Early McLaurin

6. The address of the registered office of the corporation and the business address of the registered agent of the corporation, as changed, are identical.

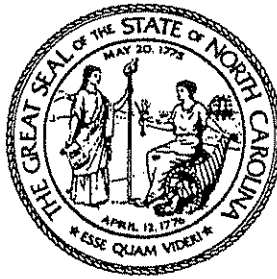
7. The change of registered office and/or registered agent as above set forth was authorized by resolution duly adopted by the board of directors of the corporation.

IN TESTIMONY WHEREOF, this statement is signed by the \_\_\_\_\_ President and Assistant Secretary, this the 02 day of February, A. D. 19 87.

By: \_\_\_\_\_

Katie Early McLaurin  
PresidentJohn W. Dorward  
Assistant SecretarySTATE OF North CarolinaCOUNTY OF OrangeThis is to certify that Katie Early McLaurin and John Wilson Dorward personally appeared before me, a Notary Public, and each being duly sworn, declared that they signed the foregoing Change of Registered Office or Registered Agent in the capacity indicated, that they were authorized so to sign and that the statements therein contained are true and correct.Michael B. Williams  
Notary PublicMy commission expires: 2/7/89

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

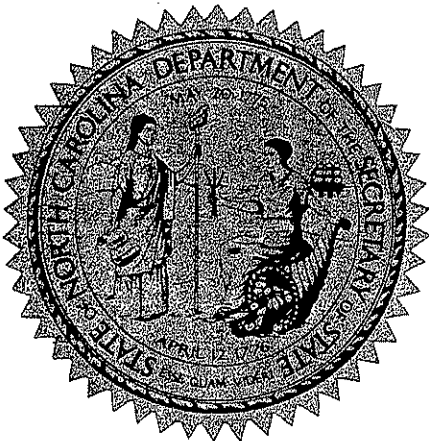
To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, *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 AMENDMENT  
OF  
INTERNATIONAL PROJECTS ASSISTANCE SERVICES, INC.  
(Which changed its name to: IPAS)

*the original of which was filed in this office on the 2nd day of February, 1993.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of February, 1993.*



*Rufus L. Edmisten*

Secretary of State

93 0085084

C-0075008

FILED

9:00 AM

FEB 02 1993

ARTICLES OF AMENDMENT

for International Projects Assistance Services  
A NORTH CAROLINA NONPROFIT CORPORATION

RUFUS L. EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned nonprofit corporation, for the purpose of amending its Articles of Incorporation, and in accordance with the provisions of Section 55A-36 of the North Carolina Nonprofit Corporation Act, hereby sets forth:

1. The name of the corporation is International Projects Assistance Services, Inc.
2. The text of each amendment adopted by resolution is as follows:
  - A. That Article 1 be amended and the name of the corporation be changed to IPASand,
  - B. That Article 3 and Article 10 (a) and (b) be amended and combined into a new Article 3, so that the purposes for which the corporation is organized and limitations on its powers are amended to read:

The purposes for which the corporation is organized are exclusively charitable, educational, and scientific, primarily:

- 1) To promote, support and facilitate the extension of reproductive health services internationally and within the United States;
- 2) To educate health professionals and establish standards for the provision of reproductive health services;
- 3) To assemble and provide information and consultation regarding the need for and delivery of reproductive health services;
- 4) To educate the public, government, and international organizations concerning the needs for and provision of reproductive health services;

- 5) To develop, organize, finance, and support systems for reproductive health services.

In furtherance of its above-stated purposes, the corporation may make grants and distributions to individuals, entities and organizations.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on i) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law or ii) by a corporation to which contributions are tax deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

This corporation is not organized for pecuniary profit nor shall it have any power to execute certificates of stock or declare dividends, and no part of any profits shall inure to the benefit of any officer, director, or individual. The balances, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations of the corporation, of whatever kind and nature, as they become due, shall be used to advance the above-stated purposes of the corporation.

C. That Articles 4 and 5 be amended and combined into a new Article 4 to read as follows:

The corporation shall have no members. The Board of Directors shall be elected or appointed as provided by the bylaws.

D. That Articles 6, 7 and 8 be renumbered Articles 5, 6 and 7 respectively.

E. That Article 9 be deleted.

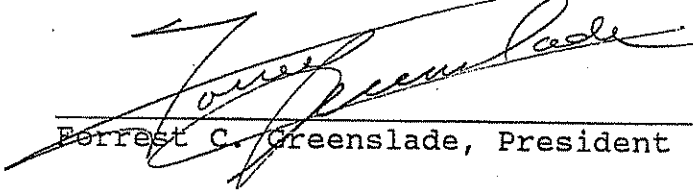
F. That Article 10 (c) be renumbered Article 8 and amended to read as follows:

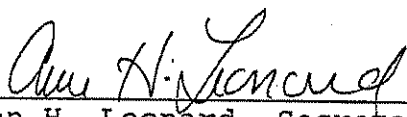
In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are themselves exempt as organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusively public purposes.

3. There are no members of the corporation having voting rights. At a regularly convened meeting of the directors of the corporation held on the 4<sup>th</sup> day of December 1992, the amendments were adopted. The amendments each received the affirmative vote of a majority of the directors in office.

In testimony whereof, the corporation has caused these Articles of Amendment to be executed in its name by its President and Secretary this 6<sup>th</sup> day of January, 1993.

International Projects Assistance Services, Inc.

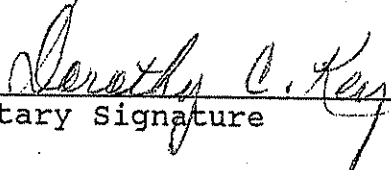
  
Forrest C. Greenslade, President

  
Ann H. Leonard, Secretary

State of North Carolina  
County of Orange

This is to certify that on this the 6<sup>th</sup> day of January, 1993, personally appeared before me Forrest C. Greenslade and Ann H. Leonard, each of whom being by me first duly sworn, stated that he or she signed the foregoing Articles of Amendment in the capacity indicated, that he or she was authorized to sign, and that the statements therein contained are true and correct.

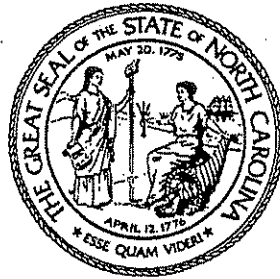
(L.S.)

  
Notary Signature

My commission expires May 11, 1996



# STATE OF NORTH CAROLINA



BOOK 1084 PAGE 460

Department of The  
Secretary of State

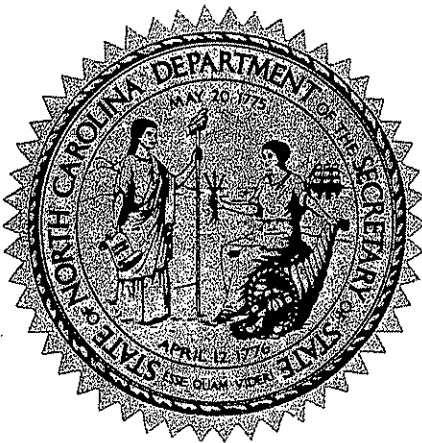
To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

**RESTATED CHARTER  
OF  
IPAS**

*the original of which was filed in this office on the 23rd day of February, 1993.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of February, 1993.*



*Rufus L. Edmisten*

Secretary of State

93 050 5069

## RESTATED CHARTER

of IPAS

A North Carolina Nonprofit Corporation

C-0075008  
FILED  
9:00 AM

FEB 23 1993

RUFUS L EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned nonprofit corporation, for the purpose of restating its charter in accordance with the provisions of Section 55A-37.1 of the North Carolina Nonprofit Act (the "Act"), HEREBY sets forth that:

This Restated Charter merely restates, but does not change, the provisions of the corporation's Articles of Incorporation, as originally filed on October 5, 1973 and as subsequently supplemented and amended. There is no discrepancy, other than as permitted under Section 55A-37 of the Act, between said provisions and the provisions of this Restated Charter;

And the corporation FURTHER HEREBY sets forth that:

1. The name of the corporation is IPAS.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are exclusively charitable, educational and scientific, primarily:
  - a) To promote, support, and facilitate the extension of reproductive health services internationally and within the United States;
  - b) To educate health professionals and establish standards for the provision of reproductive health services;
  - c) To assemble and provide information and consultation regarding the need for and delivery of reproductive health services;
  - d) To educate the public, government, and international organizations concerning the needs for and provision of reproductive health services;
  - e) To develop, organize, finance, and support systems for reproductive health services.

In furtherance of its above-stated purposes, the corporation may make grants and distributions to individuals, entities and organizations.

IPAS  
Restated Charter  
Page 2

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on i) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law or ii) by a corporation to which contributions are tax deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

This corporation is not organized for pecuniary profit nor shall it have any power to execute certificates of stock or declare dividends, and no part of any profits shall inure to the benefit of any officer, director, or individual. The balances, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations of the corporation, of whatever kind and nature, as they become due, shall be used to advance the above-stated purposes of the corporation.

4. The corporation shall have no members. The Board of Directors shall be elected or appointed as provided by the bylaws.
5. The street address and county of the registered office of the corporation is 303 East Main Street, Carrboro, North Carolina 27510, which is located in Orange County. Katie Early McLaurin is the registered agent of the corporation at the above address.
6. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses (including street number, if any) 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:

Elton Kessel, IFRP, NCNB Plaza, 136 E. Rosemary St.,  
Chapel Hill, N.C. 27514

George H. Stathes, IFRP, NCNB Plaza, 136 E. Rosemary  
St., Chapel Hill, N.C. 27514

J. Harvey Lucas, IFRP, NCNB Plaza, 136 E. Rosemary St.,  
Chapel Hill, N.C. 27514

7. The names and addresses (including street number, if any) of all the incorporators are:

IPAS  
Restated Charter  
Page 3

Elton Kessel, IFRP, NCNB Plaza, 136 E. Rosemary St.,  
Chapel Hill, N.C. 27514

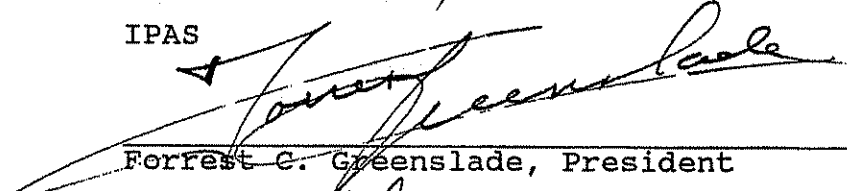
George H. Stathes, IFRP, NCNB Plaza, 136 E. Rosemary  
St., Chapel Hill, N.C. 27514


J. Harvey Lucas, IFRP, NCNB Plaza, 136 E. Rosemary St.,  
Chapel Hill, N.C. 27514

8. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are themselves exempt as organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusively public purposes.

In testimony whereof, the corporation has caused this Restated Charter to be executed in its name by its President and Secretary this 18th day of February, 1993.

IPAS

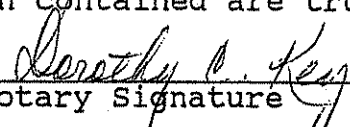
  
Forrest C. Greenslade, President

  
Ann H. Leonard, Secretary

State of North Carolina  
County of Orange

This is to certify that on this the 18th day of February, 1993, personally appeared before me Forrest C. Greenslade and Ann H. Leonard, each of whom being by me first duly sworn, stated that he or she signed the foregoing Restated Charter in the capacity indicated, that he or she was authorized to sign, and that the statements therein contained are true and correct.

(L.S.)

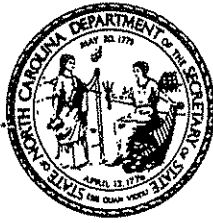
  
Notary Signature

My commission expires May 11, 1996

FILED

02 MAR 1993, at 11:03:48AM  
Book 1084, Page 460 - 463  
Betty June Hayes,  
Register of Deeds,  
Orange County, N. C.

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

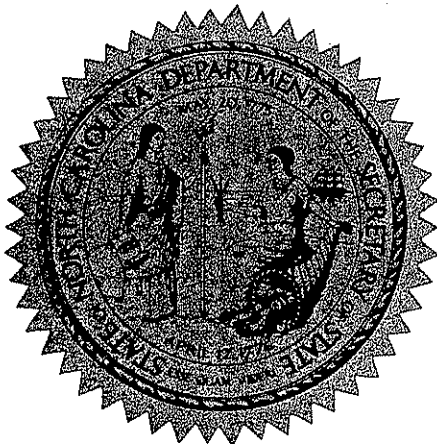
I, JANICE H. FAULKNER, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

## ARTICLES OF AMENDMENT

OF

IPAS

*the original of which was filed in this office on the 16th day of August, 1996.*



*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of August, 1996.*

*Janice H. Faulkner*  
Secretary of State

16232 9817

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
IPAS

44 154418  
**FILED**  
JUL 16 1996  
OFFICE OF THE SECRETARY OF STATE  
NORTH CAROLINA

Pursuant to § 55A-10-05 of the General Statutes of North Carolina, the undersigned corporation (the "Corporation") hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the Corporation is IPAS.
2. The text of each amendment adopted is as follows:
  - A. A new article 9 is hereby added to the Corporation's Articles of Incorporation which reads as follows:

"9. Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the corporation shall have any personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director. No amendment to or repeal of this article 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions of this article 9 shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability that has not been eliminated by the provisions of this article."

- B. A new article 10 is hereby added to the Corporation's Articles of Incorporation which reads as follows:

"10. The corporation shall have the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the vote of a majority of directors in office at the time the amendment is adopted; provided, however, the corporation shall provide at least five (5) days' written notice of any meeting at which an amendment is to be voted upon and the notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Articles of Incorporation and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment; and provided, further,

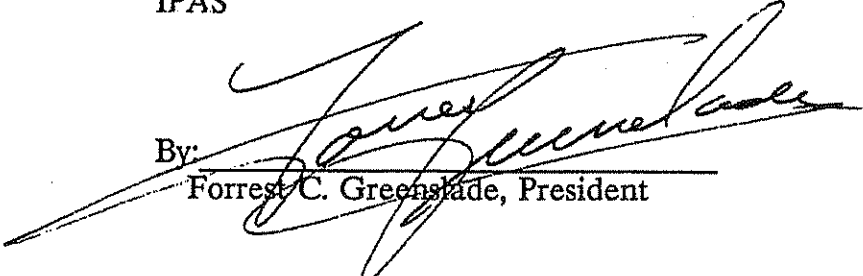
that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate for other than charitable, scientific, literary or educational purposes or so that any director or other private individual may participate in the distribution of the earnings, funds, or properties of the corporation."

3. The date of adoption of the amendments was June 28, 1996.
4. The amendments were approved by a sufficient vote of the board of directors as required by Chapter 55A of the North Carolina General Statutes. Member approval was not required because the Corporation has no members.
5. These articles of amendment shall be effective upon filing.

This the 14<sup>th</sup> day of August, 1996.

IPAS

By:

  
Forrest C. Greenstade, President

