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 AMENDMENT

OF

NORTH CAROLINA TOBACCO FOUNDATION, INC.

the original of which was filed in this office on the 4th day of December, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of December, 2015.

Elaine F. Marshall
Secretary of State
Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: NORTH CAROLINA TOBACCO FOUNDATION, INC.

2. The text of each amendment adopted is as follows:

ARTICLE (7) of the ARTICLES OF INCORPORATION of the corporation is amended by substituting in lieu thereof a new ARTICLE (7), rewritten in its entirety to read as follows:

(7) In the event of dissolution, all assets and property which remain after the discharge of the corporation’s liabilities shall be paid over or distributed by the Board of Directors to North Carolina State University or to another Approved Associated Entity of North Carolina State University organized to support North Carolina State University or any of its Colleges, Schools, or Departments, all such organizations being exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

3. The date of adoption of the amendment was as follows: November 10, 2015.

4. The amendment was approved by a sufficient vote of the board of directors, and member approval was not required because pursuant to Article (5) of its Articles of Incorporation the corporation has no members.

5. These articles will be effective upon filing.

This the 10th day of November, 2015.

NORTH CAROLINA TOBACCO FOUNDATION, INC.
A North Carolina Nonprofit Corporation

By:

Keith D. Oakley, President
STATE OF NORTH CAROLINA
ANNUAL REPORT
INCLUDE $10.00 FILING FEE PAYABLE TO N.C. SECRETARY
OF STATE.

95 095 0432

CORP ID- 0 1 0 4 9 1 8
FILING NO- A 0 0 1 (NP)
STATE OF INC- NC

1. REGISTERED AGENT & REGISTERED OFFICE MAILING ADDRESS
NORTH CAROLINA TOBACCO FOUNDATION, INC.
C/O R. U. T. O. - P A T E
HOLLAND HALL, N. C. STATE UNIVERSITY
RALEIGH, N.C. 27695

2. STREET ADDRESS OF REGISTERED OFFICE
HOLLAND HALL, N. C. STATE UNIVERSITY
RALEIGH, N.C. 27695 COUNTY - WAKE

3. IF REGISTERED AGENT CHANGED, SIGNATURE OF NEW AGENT

4. ENTER PRINCIPAL OFFICE ADDRESS HERE -
NORTH CAROLINA TOBACCO FOUNDATION, INC.
ADD- 120 C Patterson Hall, NC 54
CITY- Raleigh
ST- NC ZIP- 27695-7645

5. ENTER FEDERAL EMPLOYER ID NUMBER HERE -
NORTH CAROLINA TOBACCO FOUNDATION, INC.
NUM- 56-1715828

6. ENTER NAME, TITLE AND BUSINESS ADDRESS OF PRINCIPAL OFFICERS HERE -
NAME- Dr. Layken Davis
TITLE- President
NAME- Charles Harvey
TITLE- Secretary
NAME- Joyce Baffi
TITLE- Asst Treasurer
NAME- George Worsley
TITLE- Treasurer

7. ENTER NAME AND BUSINESS ADDRESS OF DIRECTORS HERE - Attach 2nd page if necessary
NAME- (See attachment)

8. BRIEFLY DESCRIBE THE NATURE OF ITS BUSINESS OR ACTIVITIES - Provide aid and support for all types of
extension and research at NCSU pertaining to the production, manufacturing and use of tobacco
and tobacco products.

9. IF NONPROFIT, ARE THERE MEMBERS?
YES

10. SIGNED - Joyce Baffi, Asst. Treasurer
DATE- 3-28-95

This form should be returned by the DUE DATE shown above with a check for $10.00 to:
SECRETARY OF STATE, ANNUAL REPORT SECTION, POST OFFICE 29525, RALEIGH NC 27626-0525.
North Carolina Tobacco Foundation, Inc.
Officers and Directors
1994-95

Mr. James Albert
PREFERRED NAME: James
BUS: North State Farmers Cooperative, Inc.
P. O. Box 570
Reidsville, NC 27323
TERM ENDS: 1995

Mrs. Joyce Baffi
PREFERRED NAME: Joyce
HOME: Box 7201
Raleigh, NC 27695-7201
BUS: Assistant Vice Chancellor for Finance
North Carolina State University
Box 7201
Raleigh, NC 27695-7201
TERM ENDS: Officer

Mr. Gerald Balance
PREFERRED NAME: Gerald
HOME: Route 2, Box 391
Fremont, NC 27830
(919) 242-5351
TERM ENDS: 1997

Mr. Terry Banks
PREFERRED NAME: Terry
HOME: 272 Town Branch Road
Barnardsville, NC 28709
(704) 626-2732
TERM ENDS: 1998

Mr. J. Larry Barbour
PREFERRED NAME: Larry
HOME: 919-934-4042
BUS: 2620 Cleveland Road
Clayton, NC 27520
TERM ENDS: 1996

Mr. Fred G. Bond
PREFERRED NAME: Fred
HOME: 109 Ethans Glen Court
Cary, NC 27513
(919) 467-9296
BUS: CEO
Flue-Cured Tobacco Coop.
Stabilization
P. O. Box 12300
Raleigh, NC 27605
(919) 821-4560
TERM ENDS: Ex-officio

Mrs. Lynda Bowers
PREFERRED NAME: Lynda
BUS: 2614 Buffalo Church Road
Sanford, NC 27330
TERM ENDS: 1996

Mr. R. Clemon Britt
PREFERRED NAME: Clemon
BUS: Big 5 Peoples Warehouse
Box 115
Fairmont, NC 28340
TERM ENDS: 1995

Mr. Hassell C. Brown
PREFERRED NAME: Hassell
HOME: 3401 Tyro Road
East Bend, NC 27018
(910) 961-2785
TERM ENDS: Investment Committee
Only

Mr. J. T. Bunn
PREFERRED NAME: Tommy
HOME: 7606 Wilderness Road
Raleigh, NC 27613
(919) 846-1198
BUS: Executive Vice President
Tob Assoc of US/Leaf Exporters
3716 National Drive, Suite 114
Raleigh, NC 27612
(919) 782-5151
TERM ENDS: Ex-officio
Mr. Joe M. Glass
PREFERRED NAME: Joe
HOME: P.O. Box 443
Tompkinsville, KY 42167
(502) 487-6370
BUS: Director, Agronomy Services
Universal Leaf Tobacco Co., Inc.
P.O. Box 25099
Richmond, VA 23260
(804) 254-1368
TERM ENDS: 1996

Mr. James A. Graham
PREFERRED NAME: Jim
BUS: NC Dept. of Agriculture
P.O. Box 27647
Raleigh, NC 27611
TERM ENDS: Ex-officio

Mr. Charles A. Harvey
PREFERRED NAME: Charlie
HOME: 3516 Woodlawn Road
Rocky Mount, NC 27804
(919) 443-3317
BUS: Executive Vice President
Tobacco Growers Ass'n of NC
3700 National Drive
Raleigh, NC 27612
(919) 781-2307
TERM ENDS: Ex-officio

Mr. W. L. Hopkins
PREFERRED NAME: W. L.
HOME: 2982 N. NC 49
Burlington, NC 27217
BUS: Piedmont Warehouse, Inc.
P.O. Box 381
Mebane, NC 27302
919-563-1011
TERM ENDS: 1996

Mr. John Hager
PREFERRED NAME: John
HOME: 4600 Sulgrave Road
Richmond, VA 23221
(804) 355-6210
BUS: Vice President - Leaf
The American Tobacco Company
P.O. Box 1100
Chester, VA 23831
(804) 751-2629
TERM ENDS: 1995

Mr. Johnnie David Howell, Jr.
PREFERRED NAME: Johnnie
HOME: Route 2, Box 575
Pikeville, NC 27863
(919) 242-6708
TERM ENDS: 1995

Mr. William Bobbitt Jenkins
PREFERRED NAME: Bob
HOME: P.O. Box 682
Creedmoor, NC 27522
(919) 528-1458
BUS: President
N.C. Farm Bureau Federation
P.O. Box 27766
Raleigh, NC 27611
TERM ENDS: Ex-officio

Mr. Earl Hale
PREFERRED NAME: Earl
HOME: 919-445-3791
BUS: Route 3, Box 294
Enfield, NC 27823
TERM ENDS: 1996

Mr. Randolph Felde Harrison
PREFERRED NAME: Randy
HOME: 2112 Hermitage Road
Wilson, NC 27893
(919) 291-9922
BUS: Director, Leaf Operations
Export Leaf Tobacco Company
P.O. Box 636
Wilson, NC 27894
(919) 291-4700, ext. 360
TERM ENDS: 1998
Mr. R. J. Raynor
PREFERRED NAME: R. J.
HOME: 3900 Glocerse Rd.
Rocky Mount, NC 27802
BUS: Raynor Warehouse
Post Office Box 2524
Rocky Mount, NC 27802
TERM ENDS: 1996

Dr. Jack Richard Reid
PREFERRED NAME: Jack
HOME: 6052 Ingold Road
Whitsett, NC 27377
(919) 697-0998
BUS: Manager, Organic Chemistry
Lorillard Tobacco Company
P. O. Box 21588
Greensboro, NC 27420
(919) 373-6630
TERM ENDS: 1997

Mr. Larry Sampson
PREFERRED NAME: Larry
HOME: Route 2, Box 284
Rowland, NC 28383
(910) 628-6638
TERM ENDS: 1998

Mr. J. Martin Scott, Jr.
PREFERRED NAME: Martin
BUS: Dibrell Brothers
P. O. Box 681
Danville, VA 24541
TERM ENDS: 1995

Mr. Steve Smith
PREFERRED NAME: Steve
BUS: New Farmers Warehouse, Inc.
Post Office Box 248
Reidsville, NC 27323
TERM ENDS: 1998

Mr. Ronald Stainback
PREFERRED NAME: Ronald
BUS: High Dollar Warehouse
P. O. Box 89
Warrenton, NC 27589
TERM ENDS: 1995

Mr. Steve Stephenson
PREFERRED NAME: Steve
BUS: Riverside & Planters Warehouse Inc.
Post Office Box 881
Smithfield, NC 27577
TERM ENDS: 1998

Dr. Larry M. Sykes
PREFERRED NAME: Larry
BUS: Philip Morris, USA
P. O. Box 26603
Richmond, VA 23261
TERM ENDS: 1996

Mr. Roy V. Tew, III
PREFERRED NAME: Roy
HOME: Route 4, Box 239
Dunn, NC 28334
BUS: Tew's Tobacco Warehouse
Route 5, Box 820
Dunn, NC 28334
TERM ENDS: 1997

Mr. Jeffery B. Turner
PREFERRED NAME: Jeff
HOME: P. O. Box 246
Pink Hill, NC 28572
(919) 568-4727
BUS: P. O. Box 38
Pink Hill, NC 28572
(919) 568-4048
TERM ENDS: 1995

Mr. Kerry Venable
PREFERRED NAME: Kerry
HOME: 6005 Reidsville Rd.
Beiews Creek, NC 27009
(919) 595-4682
TERM ENDS: 1997

Mr. Kirk Wayne
PREFERRED NAME: Kirk
BUS: Tobacco Associates, Inc.
1725 K Street, N.W., Suite 512
Washington, DC 20006
TERM ENDS: Ex-officio
STATE OF NORTH CAROLINA

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
NORTH CAROLINA TOBACCO FOUNDATION, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of July, 1997.

Elaine F. Marshall
Secretary of State
ARTICLES OF INCORPORATION
OF
NORTH CAROLINA TOBACCO FOUNDATION, INC.

We, the undersigned natural persons of the age of twenty-one years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the North Carolina General Statutes, entitled "Non-Profit Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

(1) The name of the corporation is NORTH CAROLINA TOBACCO FOUNDATION, INC.

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

(3) The objects and purposes for which this corporation is organized are to operate exclusively for educational and scientific purposes, and to aid and promote, by financial assistance and otherwise, all types of extension and research pertaining to the production, manufacturing, and use of tobacco and tobacco products by the School of Agriculture and Life Sciences at North Carolina State University at Raleigh, North Carolina.

The foregoing clauses shall be construed as both objects and powers, and such enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of North Carolina now or hereafter in effect.
The corporation shall have no power to declare dividends, and no part of its earnings shall enure to the benefit of any Director of the corporation or to any other private shareholder or individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation nor to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(4) The corporation shall have no capital stock.

(5) The corporation shall have no members.

(6) The address of the initial registered office of the corporation is Holladay Hall, North Carolina State University, Raleigh, Wake County, North Carolina; and the initial registered agent of the corporation at such address is Rudolph Pate.

(7) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) 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.

(8) The corporation shall have the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate for other than charitable, educational, scientific, or literary purposes or so that any Director or other private individual may participate in the distribution of the earnings, funds, or properties of this corporation. Notwithstanding any other provision of these articles, this corporation shall not carry on
any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

(9) The affairs of the corporation shall be managed by a Board of Directors. The number and qualifications of the Directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the By-laws. The number of Directors constituting the initial Board of Directors shall be forty-four; and the names and addresses of the persons who are to serve as initial directors of the corporation, and until their successors are elected and qualified are as follows:

Harry B. Caldwell
437 West Friendly Avenue
Greensboro, North Carolina 27401

Thomas W. Allen, Jr.
Creedmoor, North Carolina 27522

Robert K. Barnhill
Hendricks-Barnhill Equipment Company
Memorial Drive
Greenville, North Carolina 27834

Frank Bryant
Flue-Cured Tobacco Marketing Committee
Booneville, North Carolina 27011

Elmer Burt
Route 1
Fuquay-Varina, North Carolina 27526

William Corbett
Route 2
Middlesex, North Carolina 27557

S. M. Cozart
900 West Nash Street
Wilson, North Carolina 27893

H. Graham Knott
804 LaRoque Avenue
Kinston, North Carolina 28501

Hervey Evans
McNair Seed Company
Fairly Street
Laurinburg, North Carolina 28352

Preston Harrell
Route 1
Saratoga, North Carolina 28352
James B. Hunt
Route 1
Lucama, North Carolina 27851

James D. Speed
Route 6
Louisburg, North Carolina 27540

Henry Hayes
Route 3
Mebane, North Carolina 27302

John W. Andrews
Route 1
Robersonville, North Carolina 27871

Walter S. Stone
115 Infinity Road
Durham, North Carolina 27704

C. B. Strickland
350 North Stratford Road
Winston-Salem, North Carolina 27104

Fred G. Bond
Flue-Cured Tobacco Cooperative
Stabilization Corporation
522 Fayetteville Street
Raleigh, North Carolina 27605

Charles A. Harvey
Peoples Bank
Franklin Street at Western
Rocky Mount, North Carolina 27801

J. J. Harrington
Harrington Manufacturing Co., Inc.
Oak Grove Road
Lewiston, North Carolina 27849

H. L. Shelton
Export Leaf Tobacco Company
1601 West Leigh Street
Richmond, Virginia 23261

J. D. Rogers
Liggett and Myers, Inc.
Leaf Department
4100 Roxboro Road
Durham, North Carolina 27702

F. J. Shultz
Lorillard Research Center
420 English Street
Greensboro, North Carolina 27405

Rachel Speight Snyder
Speight Seed Farms, Incorporated
Winterville, North Carolina 28590

Helmut Wakeham
Philip Morris, Inc.
Petersburg Turnpike
Richmond, Virginia 23261

LeRoy Simmons
Albertson, North Carolina 28508

S. G. Christian, Jr.
Universal Leaf Tobacco Co., Inc.
Hamilton Street at Broad
Richmond, Virginia 23260

Roy Raynor
R. J. Works and Sons
1441 South Church Street
Rocky Mount, North Carolina 27802

W. A. Allen, Jr.
306 West Church Street
Farmville, North Carolina 27828

George B. Watson
Watson Seed Farms, Inc.
Route 2
Whitaker, North Carolina 27891

Ivan Neas
R. J. Reynolds Tobacco Company
Agricultural Research Department
401 North Main Street
Winston-Salem, North Carolina 27102

Clyde Auman
Route 1
West End,
North Carolina 27376

Wayne Corpening
Wachovia Bank & Trust Company
301 North Main Street
Winston-Salem, North Carolina 27102

John S. Campbell
American Leaf Organization
Imperial Group Ltd.
Highway 301 South
Wilson, North Carolina 27893

James W. Hill
Bright Belt Warehouse Association, Inc.
1306 Annapolis Drive
Raleigh, North Carolina 27608

James C. Green
Clarkton,
North Carolina 28433

Clyde Wayne
Brunswick,
North Carolina 28424

Spencer S. Edmondson, Sr.
Country Club Drive
Rocky Mount,
North Carolina 27801
Chester Don Worthington  
Worthington Farms, Incorporated  
Route 1  
Greenville, North Carolina 27834

Sandy Thorpe  
Thorpe & Ricks, Incorporated  
205 McDonald Street  
Rocky Mount, North Carolina 27801

Hugh C. Kiger  
Tobacco Association of the U. S. and  
the Leaf Tobacco Exporters Association  
406 Raleigh Savings & Loan Building  
Raleigh, North Carolina 27602

Margaret H. Caldwell  
437 West Friendly Avenue  
Greensboro, North Carolina 27401

John Sledge  
5301 Glenwood Avenue  
Raleigh, North Carolina 27612

James A. Graham  
2 West Edenton Street, Room 109  
Raleigh, North Carolina 27611

Joseph R. Williams  
Suite 912, 1101 17th Street N.W.  
Washington, D. C. 20036

(10) The names and addresses of the Incorporators are
as follows:

Rudolph Pate  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

John D. Wright  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

J. A. Rigneys  
Holladay Hall  
North Carolina State University  
Raleigh, North Carolina 27607

IN TESTIMONY WHEREOF, we have hereunto set our hands
and seals this 3rd day of October, 1975.


STATE OF NORTH CAROLINA
COUNTY OF WAKE

THIS IS TO CERTIFY, that on the day of , 1975,
before me, a Notary Public, personally appeared Rudolph Pate, John D.
Wright and J. A. Rigney 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 affixed
my official seal, this 3rd day of October, 1975.

Notary Public

My Commission Expires: 1-5-80