

APPROVED 11th month 2023
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DURHAM MONTHLY MEETING OF FRIENDS, INCORPORATED

The undersigned hereby makes and acknowledges these Amended and Restated Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled “Nonprofit Corporation Act,” and the several amendments thereto (the “Act”), and to that end do hereby set forth:

ARTICLE I

Name

The name of the Corporation is: Durham Monthly Meeting of Friends, Incorporated.

ARTICLE II

Registered Office and Agent and Principal Office

The street and mailing addresses of the registered office and principal office of the Corporation, and the county in which such addresses is located, and the name of the Corporation’s initial registered agent at that address, are as follows:

Street and Mailing Address:	404 Alexander Avenue
City, State and Zip Code:	Durham, N.C. 27705
County:	Durham County
Name of Registered Agent:	XXXX X. XXXXXX

The Corporation may have such offices at such places, either within or outside the State of North Carolina, as the Corporation may from time to time determine.

ARTICLE III

Purposes

The purpose or purposes for which the Corporation is formed are as follows:

- a. To inaugurate, conduct, promote, operate, maintain, undertake and support a program or programs of religious services, meetings, and related work according

to the practices, traditions, and disciplines of the Religious Society of Friends, sometimes called Quakers, and to that end to acquire, own, build, erect, equip, use, alter and maintain land and a meeting house or meeting houses – commonly called churches.

- b. To create, undertake, support, develop, propagate and maintain an educational program or programs according to the practices, traditions, and disciplines of the Religious Society of Friends, and to that end to acquire, own, use, erect, develop, equip, alter and maintain land and buildings, schools, playgrounds, recreation centers as are now necessary or may hereafter become necessary and expedient for the purposes of the said Corporation.
- c. To create, undertake, support, develop, promote, maintain and engage in a service project or service projects according to the practices, traditions, and disciplines of the Religious Society of Friends, and to that end to receive and possess money, goods, portable property, merchandise, and property of every kind and description, real and personal; to raise and apply such money or property to the purposes of the Corporation; and to do all things contemplated or that may be necessary or expedient now or in the future in order to carry out such projects.
- d. To encourage, promote, advance, develop among its members and others a spiritual way of life according to the practices, traditions, and disciplines of the Religious Society of Friends; and to implement this spiritual way of life by publication, by teaching, by preaching, by broadcasting, by newspaper, by radio, by television, by correspondence, by visitation, by email, by social media, or by any other legal method acceptable to the Durham Monthly Meeting of Friends.
- e. To the extent consistent with the continued qualification of the Corporation as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code or any comparable successor provision of federal income tax law, to engage in any lawful activity for which a corporation may be organized under the North Carolina Nonprofit Corporation Act. Notwithstanding the above, at no time shall any of the amendments, bylaws, or regulations of the Corporation be prohibited by or in conflict with the North Carolina Nonprofit Corporation Act.

ARTICLE IV

Membership and Capital Stock

The Corporation shall have no members and no capital stock.

ARTICLE V

Monthly Meeting Acting as Governing Body

The Corporation shall have no board of directors. In accordance with the provisions of N.C. Gen. Stat. § 55A-8-01, all of the rights, duties and authority normally assigned to a board of directors shall be exercised by the Monthly Meeting at any regularly scheduled or called Meeting for Worship with Attention to Business, (“Business Meeting”) as provided in the Bylaws of the Corporation, and those rightfully in attendance and acting at such Meeting shall be deemed to be acting as the board of directors of the Corporation for all purposes under the Act. All corporate powers shall be exercised by or under the authority of, and the property, equipment, insurance coverage, bequests and trusts of the Corporation shall be managed by, and the affairs of the Corporation shall be managed under the direction of, said Monthly Meeting, except as the Monthly Meeting may delegate to such committees, leaders, commissions, councils, task forces and other bodies of the Corporation which shall have such powers and responsibilities given to them by the Monthly Meeting.

ARTICLE VI

Tax-exempt Status

No part of the net earnings of the Corporation shall inure to the benefit of any officer or member or attender of the Monthly Meeting, or any private corporation, association or individual. The foregoing shall not preclude the payment of reasonable compensation and benefits to such persons for services rendered in furtherance of the purposes of this Corporation and also not preclude measured and thoughtful charity to persons deemed in great need by the Monthly Meeting or a designated committee. Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended, and the Regulations now or hereafter promulgated thereunder.

ARTICLE VII

Personal Liability

To the extent consistent with the requirements for qualification of the Corporation as a tax-exempt corporation described in Section 501(c)(3) of the Internal Revenue Code, and, except as otherwise provided herein, to the fullest extent permitted by applicable law, no member of the Monthly Meeting performing any of the duties analogous to those of a member of the board of

directors of a nonprofit corporation shall have any personal liability for monetary damages as defined under Section 55A-2-02(b)(4) arising out of any action whether by or in the right of the Corporation or otherwise for breach of any duty owed in such capacity. This Article shall not impair any right to indemnity from the Corporation or any other immunity from civil liability that any such person may now or hereafter have, including without limitation any immunity under Section 55A-8-60 of the North Carolina General Statutes. Any repeal or modification of this provision shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a member of the Monthly Meeting with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VIII

Amendments to Articles of Incorporation

The Corporation shall have the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by the Act, as it currently exists or may hereafter be amended, as determined by the Monthly Meeting in accordance with the Bylaws of the Corporation; provided, however, that under no circumstances shall these Amended and Restated Articles of Incorporation be amended so that the Corporation may operate for purposes not permitted for an organization qualified as exempt under Section 501(c)(3) of the Internal Revenue Code, or so that any officer or member of the Monthly Meeting or other private individual may participate in the distribution of the earnings, funds, or properties of this Corporation.

ARTICLE IX

Discontinuation or Abandonment

If for any reason the Corporation shall be abandoned, discontinued, or cease to exist as a legal entity and its charter shall expire or be terminated, or in the event of any other termination, dissolution or winding up of the Corporation, the title to all its property both real and personal, after payment or provision for payment of all debts and obligations of the Corporation, shall be vested in and be the property of the North Carolina Yearly Meeting (Conservative), and/or to one or more organizations selected by the Monthly Meeting that is organized and operated exclusively for religious, charitable, literary, scientific or educational purposes which qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of the United States, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, or under corresponding provisions of any future United States Internal Revenue Law.

ARTICLE X
Effective Date

These articles will be effective upon filing, unless a later effective date is specified below:

_____.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles,

this ____ day of _____, 20XX.

**DURHAM MONTHLY MEETING OF
FRIENDS, INCORPORATED**

By: _____

Name: _____

Title: _____