

**GENERAL CERTIFICATE OF
JAMES B. HUNT, JR. INSTITUTE
FOR EDUCATION POLICY**

The undersigned Secretary/Treasurer of James B. Hunt, Jr. Institute for Education Policy (the "Foundation") DOES HEREBY CERTIFY as follows as of August 25, 2009:

1. She is the duly elected or appointed, qualified and acting Secretary/Treasurer of the Foundation and as such is familiar with its books and official records.
2. The Foundation is presently conducting its business in accordance with the purposes stated in its Articles of Incorporation. The Foundation's primary business is to support the program of the James B. Hunt, Jr. Institute for Education Policy, the sole member of the Foundation and a program of the University of North Carolina at Chapel Hill. The Foundation is a Type I supporting organization because it is controlled by the University of North Carolina at Chapel Hill, a public educational institution. The University of North Carolina at Chapel Hill exercises its control over the Foundation by virtue of being the sole member of the Foundation, as evidenced by Article V of the Articles of Incorporation for the Foundation.
3. Attached hereto as Exhibit A are copies of the Foundation's Articles of Incorporation and two Articles of Amendment as certified by the Secretary of State of North Carolina. There has been no other amendment to the Articles of Incorporation since the date of such certification.
4. Attached hereto as Exhibit B is a true and correct copy of the bylaws of the Foundation, which have not been modified, amended or repealed since August 25, 2009 and which are now in full force and effect.
5. Attached hereto as Exhibit C is a correct list of the names of certain persons who are duly elected or appointed, qualified and acting directors and officers of the Foundation holding the respective offices set forth opposite their respective names below and of the dates of expiration of their terms of office as such officers:
6. Attached hereto as Exhibit D is a true and correct copy of the determination letter issued by the Internal Revenue Service regarding the tax-exempt status of the Foundation. The determination has not been revoked by the Internal Revenue Service since the date of the determination.

IN WITNESS WHEREOF, we have set our hands and affixed the seal of the Foundation all as of the date first written above.

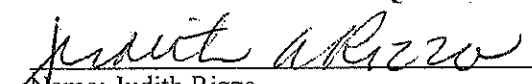

Name: Judith Rizzo
Title: Secretary/Treasurer

Exhibit A

Articles of Incorporation and Amendments thereto



NORTH CAROLINA

Department of The Secretary of State

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

**JAMES B. HUNT, JR. INSTITUTE FOR EDUCATIONAL LEADERSHIP AND
POLICY FOUNDATION, INC.**

the original of which was filed in this office on the 27th day of November, 2001.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 26th day of August, 2009.

Elaine F. Marshall

Secretary of State



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Date Filed: 11/27/2001 2:58 PM
Elaine F. Marshall
North Carolina Secretary of State

**ARTICLES OF INCORPORATION
OF
JAMES B. HUNT, JR. INSTITUTE FOR EDUCATIONAL
LEADERSHIP AND POLICY FOUNDATION, INC.
*A Non-Profit Corporation***

The undersigned, being a natural person of the age of eighteen (18) years or more, hereby makes and acknowledges these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of North Carolina as contained in Chapter 55A of the North Carolina General Statutes entitled the "Non-Profit Corporation Act," and the several amendments thereto (the "NCA").

ARTICLE I

The name of the Corporation is James B. Hunt, Jr. Institute for Educational Leadership and Policy Foundation, Inc.

ARTICLE II

The period of duration of the Corporation shall be perpetual unless sooner dissolved in accordance with the NCA.

ARTICLE III

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

ARTICLE IV

The Corporation is organized and operated exclusively for the exclusive benefit of, to perform the functions of, and to carry out the educational and benevolent purposes described in Section 501(c) of the Internal Revenue Code on behalf of the James B. Hunt, Jr. Institute for Educational Leadership and Policy (the "Institute"), a program of the University of North Carolina, a governmental instrumentality of the State of North Carolina. Such purposes shall include the following:

- (i) Supporting the mission and activities of the Institute in improving public education; working with current and emerging leaders in all sectors to promote the development and implementation of workable solutions to educational challenges; and focusing on public policies supportive of sustainable educational reform.

(ii) Developing and implementing Institute activities and initiatives, including but not limited to specific programs (seminars, symposia, interactive workshops) related to educational leadership, on- and off-site fellowship opportunities, and pilot programs related to cutting edge approaches to public education policy.

(iii) Assisting with fundraising efforts of the Institute.

The activities of the Corporation shall be limited to only those activities which will allow the Corporation to obtain and maintain tax exempt status as a non-profit organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any successor federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section or any successor federal tax code.

ARTICLE V

The Institute will be the sole member of the Corporation.

ARTICLE VI

The street and mailing address of the initial registered office of the Corporation, which is located in Wake County, is 150 Fayetteville Street Mall, Suite 1600 First Union Capitol Center, Raleigh, North Carolina 27601. The name of the registered agent at the street and mailing address for the Corporation is John Edwin Turlington.

ARTICLE VII

The street and mailing address of the principal office of the Corporation, which is located in Wake County, is 150 Fayetteville Street Mall, Suite 1600 First Union Capitol Center, Raleigh, North Carolina 27601.

ARTICLE VIII

A director shall not be personally liable to the Corporation for monetary damages arising out of any action, whether by or in the right of the Corporation or otherwise, for any breach of duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) any liability under N.C.G.S. §55A-8-32 or N.C.G.S. §55A-8-33, (iii) any transaction from which the director derived an improper personal financial benefit, and (iv) acts or omissions prior to the date these Articles of Incorporation are effective. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of service as a director, officer, employee, independent contractor, attorney or consultant of the Corporation. If the North Carolina General Statutes are amended after the date of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the North Carolina General Statutes, as so amended. No amendment or repeal of the provisions of this Article VIII 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 act or failure to act on the part of such director occurring prior to such amendment or repeal. The provisions of this Article VIII shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability which has not been eliminated by the provisions of this Article VIII.

ARTICLE IX

The Corporation can be dissolved by action of the Board of Directors in accordance with the provisions of Article 14 of the NCA. Upon the dissolution of the Corporation, the assets of the Corporation, after paying or making provision for the payment of all debts and obligations of the Corporation, shall be distributed (a) to the Institute for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any tax code, or, (b) if the Institute is no longer in existence, then to the federal government, or to a state or local government, as determined by the Board of Directors in the plan of liquidation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. Any such assets not so disposed shall be disposed of by the Superior Court of Wake County, North Carolina exclusively to such organization or organizations as said court shall determine, which are organized and operated for such purposes

pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, or to such governments for such purposes.

ARTICLE X

The affairs of the Corporation shall be managed and governed by the Board of Directors of the Corporation. The Board of Directors may delegate any management functions it deems advisable. The Corporation shall not have less than one (1) nor more than fifteen (15) directors. The number and method of election of directors, meetings, and other matters relating to directors shall be determined by the Bylaws subject to the provisions of this Article. The name and address of the person who will serve as the initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
John Edwin Turlington	150 Fayetteville Street Mall Suite 1600 First Union Capitol Center Raleigh, North Carolina 27601

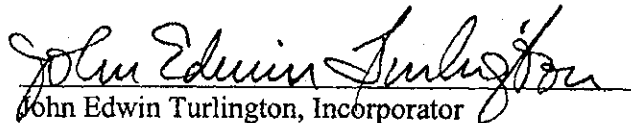
ARTICLE XI

The name and address of the incorporator is John Edwin Turlington, Raleigh, North Carolina (Wake County).

ARTICLE XII

These Articles of Incorporation shall be effective upon filing in the office of the North Carolina Secretary of State.

This the 19th day of November, 2001.


John Edwin Turlington, Incorporator



NORTH CAROLINA

Department of The Secretary of State

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

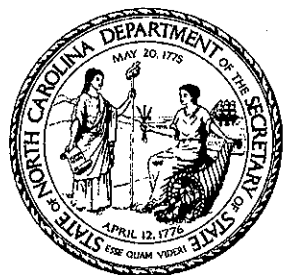
JAMES B. HUNT, JR. INSTITUTE FOR EDUCATIONAL LEADERSHIP AND POLICY FOUNDATION, INC.

the original of which was filed in this office on the 14th day of February, 2002.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 26th day of August, 2009.

Elaine F. Marshall

Secretary of State



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Date Filed: 2/14/2002 1:32 PM
Elaine F. Marshall
North Carolina Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

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 James B. Hunt, Jr. Institute for Educational Leadership and Policy Foundation, Inc.
2. The text of each amendment adopted is as follows (*state below or attach*):
 - a. Article V is hereby amended and restated as follows: "The Corporation shall have no members."
 - b. The third sentence in Article X is hereby amended and restated as follows: "The Corporation shall not have less than one (1) nor more than twenty-nine (29) directors."
2. The date of adoption of each amendment was as follows: February 11, 2002
3. (*Check a, b, and/or c, as applicable*)
 - a. _____ The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (*set forth a brief explanation of why member approval was not required*) _____
 - b. _____ The amendment(s) was (were) approved by the members as required by Chapter 55A.
 - c. xx Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

4. These articles will be effective upon filing.

This the 11th day of February, 2002

James B. Hunt, Jr. Institute for Educational Leadership and
Policy Foundation, Inc.


Signature

John Edwin Turlington, Incorporator

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.



NORTH CAROLINA

Department of The Secretary of State

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

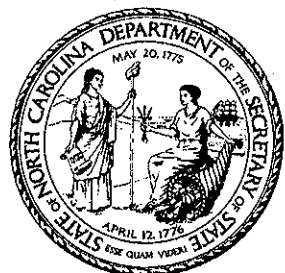
**JAMES B. HUNT, JR. INSTITUTE FOR EDUCATIONAL LEADERSHIP AND
POLICY FOUNDATION, INC.**

the original of which was filed in this office on the 20th day of May, 2009.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 26th day of August, 2009.

Elaine F. Marshall

Secretary of State



State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

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 James B. Hunt, Jr. Institute for Educational Leadership and Policy Foundation, Inc.
2. The text of each amendment adopted is as follows (*state below or attach*):
 - a. Article IV is hereby amended as follows: The phrase "The University of North Carolina" shall be deleted and replaced with "The University of North Carolina at Chapel Hill"
 - b. Article V is hereby amended and restated as follows: "The University of North Carolina at Chapel Hill shall be the sole member. "
 - c. Article IX is hereby amended and restated as follows: "The Corporation can be dissolved by action of the Board of Directors in accordance with the provisions of Article 14 of the NCA. Upon the dissolution of the Corporation, the assets of the Corporation, after paying or making provision for the payment of all debts and obligations of the Corporation, and unless otherwise designated by the donor of an asset shall be paid over or distributed by the Board of Directors to any nonprofit corporation or corporations organized to support the University of North Carolina at Chapel Hill or any of its Colleges, or any of its Schools, Departments, or affiliated organizations as determined by the Board of Directors in its sole discretion, and shall be used or distributed for no other object or purpose whatsoever; provided, however, that any such organization must be exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, as amended and be an associated entity approved by the Hunt Institute pursuant to regulations of the University of North Carolina at Chapel Hill. Upon the dissolution of the Corporation, the assets of the Corporation, after paying or making provision for the payment of all debts and obligations of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, or to such governments for such purposes."
 - d. Article X is hereby amended and restated as follows: "The affairs of the Corporation shall be managed and governed by the Board of Directors of the Corporation. The Board of Directors may delegate any management functions it deems advisable. The number and method of election of directors, meetings, and other matters relating to directors shall be determined by the Bylaws subject to the provisions of this Article."
3. The date of adoption of each amendment was as follows: May 23, 2008
4. (*Check a, b, and/or c, as applicable*)
 - a. ___ The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (*set forth a brief explanation of why member approval was not required*)s
 - b. XX The amendment(s) was (were) approved by the members as required by Chapter 55A.
 - c. ___ Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing.

This the 23th day of May, 2008

James B. Hunt, Jr. Institute for Educational Leadership and
Policy Foundation, Inc.

Judith A. Pizz
Name: _____
Title: *Executive Director / CEO*

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

Revised January 2000
CORPORATIONS DIVISION

P. O. BOX 29622

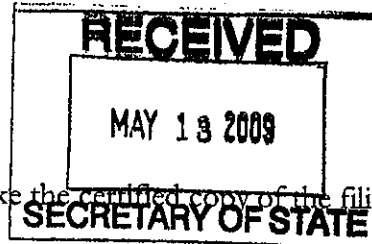
Form N-02
RALEIGH, NC 27626-0622

North Carolina Department of the Secretary of State
CORPORATIONS DIVISION
P.O. Box 29622
Raleigh, NC 27626-0622
(919) 807-2225 or Toll Free 1-888-246-7636
www.sosnc.com

Personal Name: Felicia Sebastian Phone: 336-232-4637

Business Name: Brooks, Pierce Law Firm

Mailing Address: Brooks Pierce pick-up



E-Notification: Please provide the e-mail address you would like the certified copy of the filing to be sent to please print clearly.

Email Address: fsebastian@brookspierce.com Fax #: 336-232-9037

Check One:

Same Day Guaranteed Filing (*additional \$200*; document received by **12:00 NOON** in proper form)*

24-hour Guaranteed Filing (*additional \$100*; document received in proper form)*

Regular Process

Check One:

Pick up E-Notification

Mail to above

*Filing time guaranteed only; documentation may not necessarily be completed.

FILINGS ONLY:

Name of Entity: James B. Hunt, Jr. Institute for Educational Leadership and Policy Foundation, Inc.

Type of Document: Articles of Amendment

ORDERS ONLY:

Name of Entity: _____

Certificates: (Please check box.)

- Existence
- Other (specify) _____

Quantity:

Copies: (Please check box.)

- All documents on file
- Annual Reports
- Other (specify) _____

Certified (quantity)

Plain (quantity)

Special Notes: