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Fax Number : (850)205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : 120000000088
Phone : (800)221-0102
Fax Number : (212)564-6083

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FOREIGN NON-PROFIT QUALIFICATION

The University of North Carolina at Chapel Hill Foun

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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

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1. The University of North Carolina at Chapel Hill Foundation, Inc. (Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. North Carolina (State or country under the law of which it is incorporated) 3. 59-1711424 (FBI number, if applicable)

4. December 10, 1976 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing (Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 300 South Building, Cameron Avenue (no number), Chapel Hill, NC (Principal office address)

CB #1000, The University of North Carolina at Chapel Hill, Chapel Hill, NC 27599-1000 (Current mailing address)

8. To support The University of North Carolina at Chapel Hill (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian Street

Tallahassee, Florida 32301 (City) (Zip Code)

10. Registered Agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Susan Buscarnera, Asst. Secy. (Registered Agent's signature)

11. Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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H040001967593

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached list

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Math G. Kupec
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mathew G. Kupec, Vice President and Executive Director
(Typed or printed name and capacity of person signing application)

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DIRECTORS OF THE UNIVERSITY OF NORTH CAROLINA
AT CHAPEL HILL FOUNDATION, INC.

Name and Address

Chancellor James Moeser
The University of North Carolina
at Chapel Hill
CB #9100, 103 South Building
Chapel Hill, NC 27599-9100

Timothy B. Burnett
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Matthew G. Kupec
The University of North Carolina
at Chapel Hill
CB #6100, 103G South Building
Chapel Hill, NC 27599-6100

Nancy D. Suttentfield
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Max C. Chapman, Jr.
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Russell Carter
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Robin Richards Donohoe
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Sallie Krawcheck
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Allen B. Morgan, Jr.
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Nelson Schwab
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

John Townsend III
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Karol V. Mason
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Clay Hamner
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Paul Fulton, Jr.
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Richard T. Williams
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

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OFFICERS OF THE UNIVERSITY OF NORTH CAROLINA
AT CHAPEL HILL FOUNDATION, INC.

Name and Address

Richard T. Williams, Chair
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Nancy D. Suttentfield, Treasurer
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Nelson Schwab, Vice President
The University of North Carolina
at Chapel Hill
CB #1000, 300 South Building
Chapel Hill, NC 27599-1000

Roger Patterson, Assistant Treasurer
The University of North Carolina
at Chapel Hill
CB #1000, 304 South Building, Room 305
Chapel Hill, NC 27599-1000

Matthew G. Kupiec, Vice President,
Executive Director and Secretary
The University of North Carolina
at Chapel Hill
CB #6100, 103G South Building
Chapel Hill, NC 27599-6100

July Merritt, Assistant Secretary
UNC Office of Development
CB #6105, 103H South Building
Chapel Hill, NC 27599-6105

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NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

THE UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL FOUNDATION, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 10th day of December, 1976 , with its period of duration being Perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Nonprofit Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of September, 2004

Elaine F. Marshall

Secretary of State