

**RESTATED ARTICLES OF INCORPORATION
OF
NORTH CAROLINA SCHOOL BOARDS ACTION CENTER
A NONPROFIT CORPORATION**

Pursuant to Section 55A-2-02 of the North Carolina Nonprofit Corporation Act (the "Act"), the undersigned submits these Restated Articles of Incorporation for the purposes of forming a nonprofit corporation.

1. Name. The name of the corporation is North Carolina School Boards Action Center (the "Corporation"), a nonprofit corporation.
2. Duration. The period of duration of the Corporation is perpetual.
3. Organizational Purpose. The Corporation is organized as a public benefit corporation to educate, promote, and develop the common good and social welfare of North Carolina residents and for all other purposes permitted by law.
4. Purposes. The Corporation is formed for the purpose of carrying out the social welfare objectives of the North Carolina School Boards Association ("NCSBA") within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended. In fulfilling this purpose, the Corporation may:
 - a. Educate the public, conduct research, and promote the general public's understanding of issues concerning public education.
 - b. Develop and advocate for policies that improve public education.
 - c. Engage in any and all lawful activities that are appropriate to carry out and fulfill any or all of the foregoing purposes.
 - d. However, the Corporation shall not engage in any activity or intervene in any election to support or oppose any political party or candidate for public office, including, but not limited to, contributions, endorsements or advertising. Any educational advocacy by the Corporation to the legislative, judicial, or executive branches of government or to the general public shall adhere to the positions approved by the North Carolina School Boards Association Delegate Assembly and/or the North Carolina School Boards Association Board of Directors.

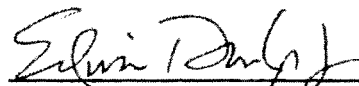
The foregoing clauses shall be construed as both objects and powers, and such enumeration of specific purposes, objects, and powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation. The Corporation shall have and may exercise all powers conferred on a nonprofit corporation by the laws of the State of North Carolina, now or hereafter in effect. In furtherance of its purposes,

the Corporation shall have the power to receive and spend contributions or other funds within the discretion of its Board of Directors in any manner consistent with its section 501(c)(4) purpose.

5. Exempt Status. The Corporation is organized exclusively as a nonprofit corporation, and no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributed or distributable to any of its directors, officers, or any private individuals or persons, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.
6. Nonmembership Corporation. The Corporation will not have members.
7. Registered Office and Agent. The mailing address of the registered office of the Corporation is Post Office Box 97068, Raleigh, Wake County, North Carolina 27624 and the street address of the registered office is 7208 Falls of Neuse Road, Raleigh, Wake County, North Carolina 27615. The name of the registered agent of the Corporation at the foregoing address is Dr. Edwin Dunlap, Jr.
8. Principal Office. The mailing address of the principal office of the Corporation is Post Office Box 97068, Raleigh, Wake County, North Carolina 27624 and the street address of the principal office of the Corporation is 7208 Falls of Neuse Road, Raleigh, Wake County, North Carolina 27615.
9. Incorporator. The name and address of the incorporator are as follows: Michael L. Weisel, Bailey & Dixon, LLP, 434 Fayetteville Street, Suite 2500, Raleigh, Wake County, North Carolina 27601.
10. Dissolution. Upon dissolution of the Corporation, the assets thereof shall, after all liabilities and obligations of the Corporation have been paid, or adequate provision made therefor, be distributed pursuant to a plan of dissolution approved by the Corporation's board of directors pursuant to Section 55A-14-02 of the Act. Such plan of dissolution shall provide that all liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor, and that the remainder of the Corporation's assets be distributed as follows:
 - a. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
 - b. Other assets, if any, shall be distributed as provided in the plan of dissolution.

11. Director and Officer Liability. No person who is serving or who has served as director or officer of the Corporation shall have personal liability for monetary damages arising out of an action whether by or in the right of the Corporation or otherwise for breach of any duty as a director or officer unless the damages arise from acts or omissions that the Director or Officer at the time of the breach knew or believed were clearly in conflict with the best interests of the Corporation, any liability arising under Sections 55A-8-32 or 55A-8-33 of North Carolina General Statutes, or any transaction from which the Director or Officer derived an improper personal financial benefit (subject to Article 5 above). Such immunity shall include, but not be limited to, that specified by N.C.G.S. Sections 1-539.10, 55A-2-02(b)(4), and 55A-8-60, or any successor provisions of the law. No amendment or repeal of this Article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.
12. Bylaws. The Board of Directors of the Corporation shall have the power to adopt, make, amend, alter, change, or repeal the Bylaws of the Corporation by affirmative vote of a majority of the Directors then in office at the meeting called to vote thereon, provided that under no circumstances shall the Bylaws be changed so that the Corporation may operate for other than a nonprofit purpose or so that any trustee, director, officer, or any private individual or person may participate in the net income of the Corporation or in its residual assets upon dissolution.
13. Effective Date. These Restated Articles will be effective upon filing.

This the 11th day of October, 2013.



Dr. Edwin Dunlap, Jr., Treasurer

