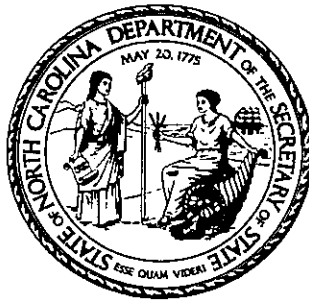




State of North Carolina



Glaze-Box (RLG)
Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

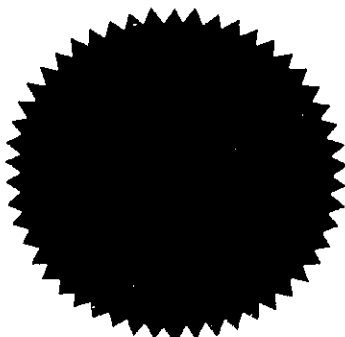
OF

Y-MEN'S ALL-STAR CLASSIC, INC.

and the probates thereon, the original of which was filed in this office on the 11th day of February 1980, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 11th day
of February in the year of our Lord 1980



Secretary of State

By

Deputy Secretary of State

BOOK 1296P1001

FILED

FEB 11 12 18 PM '80

THAS EURE
SECRETARY OF STATE
NORTH CAROLINA

264674

ARTICLES OF INCORPORATION

OF

Y-MEN'S ALL-STAR CLASSIC, INC.

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina.

1. The name of the corporation is Y-MEN'S ALL-STAR CLASSIC, INC.
2. The period of duration of the corporation is perpetual.
3. The purpose for which the corporation is organized shall be confined to those which are exclusively charitable, to wit:

(a) To accept, receive, acquire, purchase, lease, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value; and to use, disburse or donate the income or principal thereof for exclusively religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals as those terms are described and defined in the Internal Revenue Code;

(b) To give, convey, donate or assign any of its property outright or upon lawful terms regarding the use thereof, to other organizations, provided that: (1) such organizations shall be organized and operated exclusively for religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals; (2) transfers of property to such organizations shall, to the extent then permitted under the

BOOK 1296P 1002

statutes of the United States Government, be exempt from gift, succession, inheritance, estate, or death taxes (by whatever named called) imposed by the United States Government; and (3) such organization shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government;

(c) To establish, foster, maintain, or support any religious, charitable, scientific, literary, or educational, agency, activity or endeavor;

(d) Alone or in cooperation with other persons or organizations to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation;

(e) Notwithstanding any other provision of these articles, this corporation shall not conduct any other activities not permitted to be conducted by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue law.

4. The corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

BOOK 1296P 1003

5. No part of the net earnings of the corporation shall inure to the benefit of any officer, director, or member of the corporation; and, in the event of dissolution, the residual assets of the corporation will be transferred and delivered 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 law, or the Federal, State or local government for exclusive public purposes.

6. The corporation shall have no members.

7. The directors of the corporation shall be elected or appointed in the manner and for the terms provided in the bylaws.

8. The address of the initial registered office of the corporation in the State of North Carolina, is 1051 Vernon Avenue, Winston-Salem, Forsyth County, North Carolina; and the name of its initial registered agent at such address is Neill R. McGeachy, Jr.

9. The number of directors constituting the initial board of directors shall be seven (7); and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Addresses</u>
Jeffrey M. Christopher	900 Marguerita Drive Winston-Salem, North Carolina 27106
Loyd R. Daniel, Jr.	439 Westover Avenue Winston-Salem, North Carolina 27104
Robert L. Edwards	417 Avalon Road Winston-Salem, North Carolina 27104
Neill R. McGeachy, Jr.	1051 Vernon Avenue Winston-Salem, North Carolina 27106
Benjamin S. Willis, Jr.	630 Carolina Circle Winston-Salem, North Carolina 27104
John Michael Wilson	425 Fairfax Drive Winston-Salem, North Carolina 27104
D. Blake Yockley	3989 Quilling Road Winston-Salem, North Carolina 27104

BOOK 1296P1004

10. The name and address of the incorporator is:

Name

Address

Neill R. McGeachy, Jr.

1051 Vernon Avenue
Winston-Salem, North Carolina 27106

IN WITNESS WHEREOF, I have hereunto set my hand this 8 day of

February, 1980.

Neill R. McGeachy, Jr.
Neill R. McGeachy, Jr.

STATE OF NORTH CAROLINA)

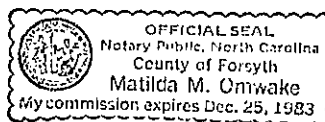
COUNTY OF FORSYTH)

I, MATILDA M. OMWAKE, a Notary Public of said
State and County, do hereby certify that NEILL R. McGEACHY, JR. personally
appeared before me this 8th day of February, 1980, and
acknowledged the due execution of the foregoing Articles of Incorporation.

Matilda M. Omwake
Notary Public

My Commission Expires:

December 25, 1983



PRESENTED FOR
REGISTRATION
AND RECORDED

FEB 13 10 10 AM '80

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

J.B. \$7.00 pd.

-4-

BOOK 1296P 1005