



# NORTH CAROLINA

## Department of the Secretary of State

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**To all whom these presents shall come, Greetings:**

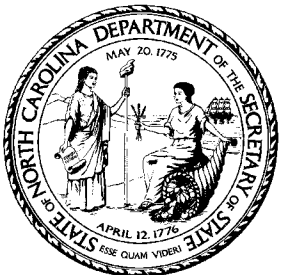
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

### NORTH CAROLINA ENTOMOLOGICAL SOCIETY

the original of which was filed in this office on the 22nd day of September, 2023.

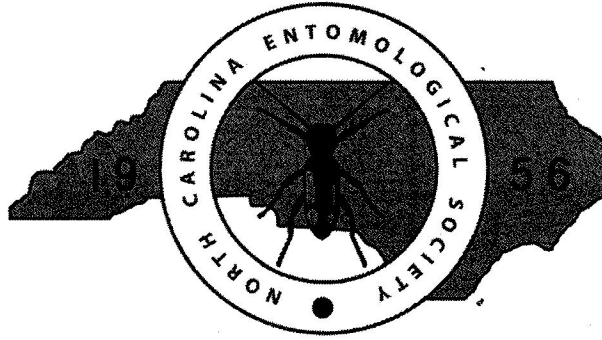


Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of September, 2023.

*Elaine F. Marshall*

Secretary of State



# NORTH CAROLINA ENTOMOLOGICAL SOCIETY

A North Carolina Non-profit Corporation

## ARTICLES OF INCORPORATION

### ARTICLE I NAME

#### 1.01 Name

The name of this corporation shall be NORTH CAROLINA ENTOMOLOGICAL SOCIETY, an incorporated membership organization.

### ARTICLE II DURATION

#### 2.01 Duration

The period of duration of the corporation is perpetual.

### **ARTICLE III**

#### **PURPOSE**

#### **3.01 Purpose**

NORTH CAROLINA ENTOMOLOGICAL SOCIETY is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The business and purpose of the NORTH CAROLINA ENTOMOLOGICAL SOCIETY shall include but not be limited to:

- Promote and foster entomological academic research;
- Cultivate relationships among its members and with the general public;
- Encourage and support the preparation, presentation, and publication of academic papers;
- Facilitate association and free discussion among all entomologists, professional and amateur;
- Provide entomological education, information, and community outreach to the public;
- Administer an academic awards program;
- Provided Development Grants to students;
- Host entomologically related events open to the public and members;
- Partner or collaborate with other entomologically focused organizations, groups, or individuals;
- Facilitate citizen science projects;

#### **3.02 Non-Profit**

NORTH CAROLINA ENTOMOLOGICAL SOCIETY is designated as a non-profit corporation.

### **ARTICLE IV**

#### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

NORTH CAROLINA ENTOMOLOGICAL SOCIETY is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of NORTH CAROLINA ENTOMOLOGICAL SOCIETY shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

NORTH CAROLINA ENTOMOLOGICAL SOCIETY is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of NORTH CAROLINA ENTOMOLOGICAL SOCIETY of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the NORTH CAROLINA ENTOMOLOGICAL SOCIETY, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the NORTH CAROLINA ENTOMOLOGICAL SOCIETY hereunder shall be selected by the discretion of a majority of the managing body of the NORTH CAROLINA ENTOMOLOGICAL SOCIETY and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the NORTH CAROLINA ENTOMOLOGICAL SOCIETY by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of North Carolina.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of North Carolina to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE V** **BOARD OF DIRECTORS**

#### **5.01 Governance**

NORTH CAROLINA ENTOMOLOGICAL SOCIETY shall be governed by its Board of Directors. The Directors shall be elected by the membership of the Corporation as provided in the Bylaws of the Corporation.

#### **5.02 Initial Directors**

The initial Directors of the corporation shall be:

Tiffany Aurora Toennisson  
Lior Samael Carlson

**ARTICLE VI**  
**MEMBERSHIP**

**6.01 Membership**

NORTH CAROLINA ENTOMOLOGICAL SOCIETY shall have members with the kinds and classes of members with the rights and privileges of each shall be set forth in the Bylaws.

**ARTICLE VII**  
**AMENDMENTS**

**7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

**8.01 Corporate Address**

The address of the corporation is:

North Carolina Entomological Society  
728 Mary Cook Rd  
Hillsborough, NC 27278

The mailing address of the corporation is:

North Carolina Entomological Society  
728 Mary Cook Rd  
Hillsborough, NC 27278

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

Tiffany Aurora Toennisson, 728 Mary Cook Rd, Hillsborough, NC 27278

**ARTICLE X**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

Lior Samael Carlson  
Tiffany Aurora Toennisson

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of NORTH CAROLINA ENTOMOLOGICAL SOCIETY were approved by the board of directors on September 1, 2023 and constitute a complete copy of Articles of Incorporation of the NORTH CAROLINA ENTOMOLOGICAL SOCIETY.



Tiffany Aurora Toennisson

Sept. 17, 2023  
Date



Lior Samael Carlson

09/17/2023  
Date

**ACKNOWLEDGMENT OF CONSENT**  
**TO APPOINTMENT AS REGISTERED AGENT**

I, Tiffany Aurora Toennisson, agree to be the registered agent for NORTH CAROLINA ENTOMOLOGICAL SOCIETY as appointed herein.



Tiffany Aurora Toennisson, Registered Agent

Date Sept. 17, 2023

(Continued) Incorporators/Organizers - North Carolina Entomological Society, Inc.

Lior Samael Carlson - 1507 US Hwy 70A E Hillsborough NC, 27278-9573 United States  
Signature: Lior Samael Carlson



(Continued) Additional Officers/Officials - North Carolina Entomological Society, Inc.

Lior Samael Carlson - Treasurer Signature: Lior Samael Carlson

Address: 1507 US Hwy 70A E Hillsborough NC, 27278-9573 United States