

ARTICLES OF INCORPORATION  
OF  
RUTH'S HOUSE, INC.  
A North Carolina Nonprofit Corporation

The undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator for the purposes of creating a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act," and the several amendments thereto, do hereby set forth:

1. Name and Address. The name of the corporation (hereinafter, "Corporation") is "Ruth's House, Inc." and its principal office address is located in Beaufort County at 211 W. Second Street, Washington, NC 27889. The principal mailing address is the same as the principal office address.

2. Duration. The period of duration of the Corporation shall be perpetual.

3. Purposes. The Corporation to be formed is for charitable purposes including to assist in relief from family violence and abuse, to provide shelter for victims of family violence and other social services as the Board of Directors shall deem appropriate. Notwithstanding the foregoing, the Corporation shall be constrained in its purposes as follows:

(a) The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No 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 in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

4. No Members. The Corporation shall not have members, but shall be governed by its Board of Directors.

5. Directors. The number of directors of the Corporation may be fixed from time to time by the By-Laws but shall not be less than two (2). The method of election of the directors and qualifications of directors shall be fixed by the By-Laws. The number of directors constituting the initial Board of Directors shall be ten (10), and the names and addresses of the persons who are to serve as directors until the first meeting of directors or until their successors are elected and qualified are:

| <u>NAME</u>      | <u>ADDRESS</u>  |
|------------------|---|
| Darryl Evans     | 211 W. Second Street<br>Washington, NC 27889            |
| Tad Tankard      | 2020 W. 15 <sup>th</sup> Street<br>Washington, NC 27889 |
| Kevin Johnson    | 101 N. Bonner Street<br>Washington, NC 27889            |
| John B. Tate III | 719 Short Drive<br>Washington, NC 27889                 |
| Mary Jo Vance    | 364 Edgewater Road<br>Washington, NC 27889              |
| Jo Lynn Herbert  | 107 Hwy. 33 East<br>Chocowinity, N.C. 27817             |

Deborah Ryals

108 S. Eden Drive  
Washington, NC 27889

Scott Cullom

PO Box 1358  
Washington, NC 27889

DeAnn Newmann

202 Fairview Lane  
Washington, NC 27889

Kelly Phillips

216 Stewart Parkway  
Washington, NC 27889

6. Registered Agent. The name of the initial registered agent of the Corporation is John B. Tate III. The mailing address of the initial registered office of the Corporation is Post Office Box 700, Chocowinity, NC 27817, and the physical address of the initial registered office is 685 NC Hwy 33 East, Unit A, Chocowinity, NC 27817, all in Beaufort County, North Carolina.

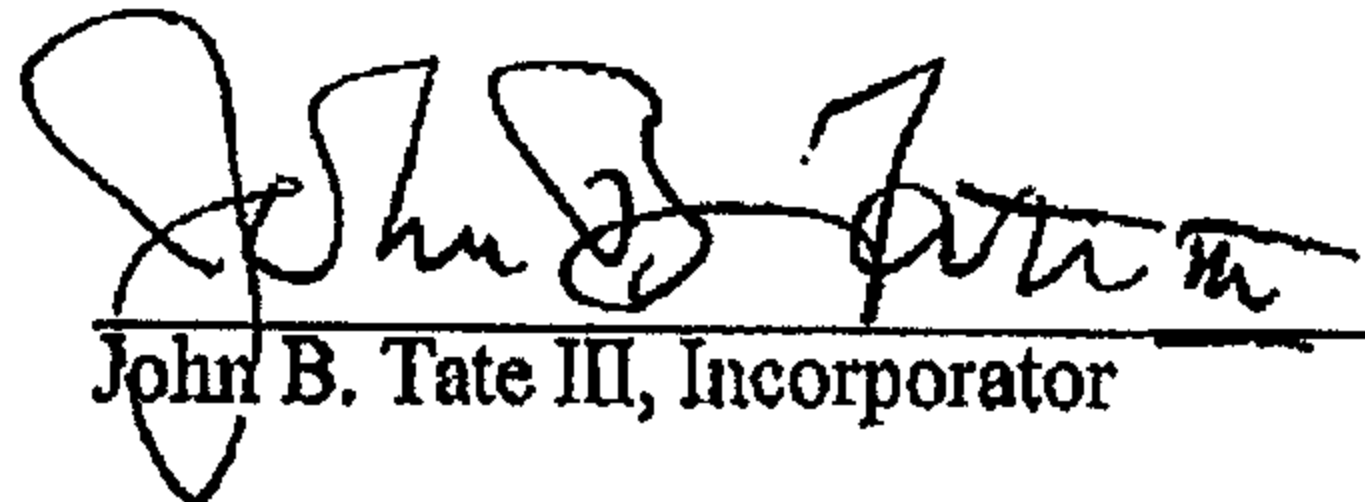
7. Incorporator. The name and address of the incorporator is:

NAME  
John B. Tate III

ADDRESS  
685 NC Hwy 33 East, Unit A  
PO Box 700  
Chocowinity, NC 27817

8. These articles will be effective upon filing in the Office of the North Carolina Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 8<sup>th</sup> day of August, 2011.

 (SEAL)  
John B. Tate III, Incorporator