

ARTICLES OF INCORPORATION  
OF  
DOGWOOD HEALTH TRUST

Pursuant to Section 55A-2-02 of the General Statutes of North Carolina, the undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the laws of the State of North Carolina.

1. The name of the corporation is Dogwood Health Trust.
2. The purpose of the corporation is to dramatically improve the health and well-being of all people and communities of Western North Carolina.
3. The corporation shall be a charitable corporation within the meaning of Section 55A-1-40(4) of the General Statutes of North Carolina. The corporation was incorporated after the effective date of Chapter 55A of the North Carolina General Statutes.
4. The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding United States Internal Revenue Law (the "Code").
  - (a) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.
  - (b) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
5. As long as the corporation is deemed by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, it shall comply with the following provisions:
  - (a) The corporation shall distribute its income for each tax 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 Code.
  - (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code.
  - (c) The corporation shall not retain any excess business holdings as defined in Section 4943 of the Code.
  - (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945 of the Code.

6. The corporation shall have no members. The method of election of the directors is set forth in the bylaws of the corporation.

7. The period of existence of the corporation is unlimited.

8. The address of the initial registered office of the corporation in the State of North Carolina is 40 Seminole Street, Asheville, North Carolina 28803, which initial registered office is located in Buncombe County; and the name of its initial registered agent at such address is Janice Brumit.

9. The street address and mailing address of the principal office of the corporation are 40 Seminole Street, Asheville, North Carolina 28803, which principal office is located in Buncombe County.

10. To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. 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.

11. In the event of the termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation to one or more organizations exempt under Section 501(c)(3) of the Code and/or one or more governmental entities exclusively for public purposes as designated by the directors; provided, however, that all such distributions shall be consistent with the charitable purpose of the corporation set forth in Article 2 hereinabove.

12. Except as otherwise provided herein, these Articles of Incorporation may be amended or repealed and new or amended Articles of Incorporation may be adopted by the affirmative vote of eighty-five percent of the directors then holding office at any regular or special meeting of the board of directors at which a quorum is present, provided that at least ten days' written notice is given of intention to alter, amend, repeal or adopt new Articles of Incorporation at such meeting.

13. The name and address of the incorporator are Dianne Chipps Bailey, Robinson Bradshaw & Hinson, P.A., 101 North Tryon Street, Suite 1900, Charlotte, North Carolina 28246.

14. These Articles of Incorporation shall be effective as of filing.

This the 16<sup>th</sup> day of May, 2018.

*Dianne C. Bailey*

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Dianne Chipps Bailey  
Incorporator