



NORTH CAROLINA

Department of The Secretary of State

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

FOUNDATION FOR NURSING EXCELLENCE

the original of which was filed in this office on the 19th day of April, 2002.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 19th day of April, 2002

Elaine F. Marshall

Secretary of State

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ARTICLES OF INCORPORATION
OF
FOUNDATION FOR NURSING EXCELLENCE

Pursuant to Chapter 55A of the General Statutes of North Carolina, the undersigned person does hereby submit these Articles of Incorporation for the purpose of establishing a nonprofit corporation:

I. NAME OF CORPORATION

The name of the corporation is Foundation for Nursing Excellence.

II. PERIOD OF EXISTENCE

The period of duration of the corporation shall be perpetual.

III. NATURE OF THE CORPORATION

The corporation is an "educational or charitable corporation" as that term is defined in the North Carolina Nonprofit Corporation Act, and its tax-exempt status is that of a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the "Code") (or corresponding provisions of any future United States Internal Revenue law).

IV. PURPOSES

The corporation is organized exclusively for charitable, scientific, 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 Code (or the corresponding provisions of any future United States Internal Revenue law), or any federal, state or local government, or agency thereof.

V. MEMBERS

The corporation shall not have members.

VI. ACTIVITIES NOT PERMITTED

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or any "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law); provided, however, 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 IV hereof. No substantial 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 (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on:

(A) By a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law), or

(B) By a corporation, contributions to which are deductible under Sections 170(c)(2) and 2055 of the Code (or corresponding provisions of any future United States Internal Revenue law), or

(C) By an "educational or charitable corporation" as that term is defined under the North Carolina Nonprofit Corporation Act.

VII. DISPOSITION OF ASSETS ON DISSOLUTION

In the event of dissolution or other termination of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all of the net assets of the corporation to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue law), or to federal, state, or local government exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

VIII. PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The address of the principal office of the corporation is 3724 National Drive, Suite 201, Raleigh, Wake County, North Carolina 27612. The address of the initial registered office is 5700 Six Forks Road, Suite 101, Raleigh, Wake County, North Carolina 27609, and the name of the initial registered agent at such address is Howard A. Kramer.

IX. BOARD OF DIRECTORS

Management of the corporation and its properties and affairs shall be vested in its Board of Directors which, in addition to its other powers and authorities, shall have full power and authority from time to time to sell, expend, or otherwise dispose of any and all property of the corporation in furtherance of any of the purposes for which the corporation has been organized. The number of directors constituting the initial Board of Directors shall be three (3); and the names and addresses of the persons who are to serve as directors until their successors shall have been duly elected and qualified, are:

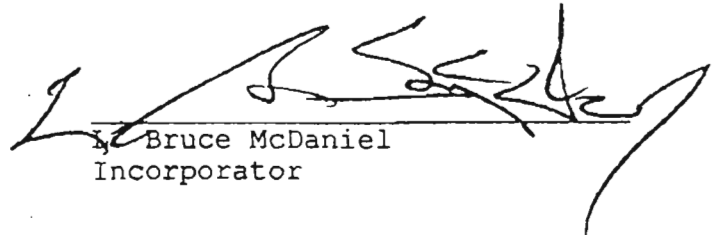
<u>Name</u>	<u>Address</u>
Mary P. Johnson	103 Mallard Court Chapel Hill, NC 27514
Cheryl Y. Proctor	708 McCulloch Street Raleigh, NC 27603
Janice S. McRorie	7901 Rainbow Drive Charlotte, NC 28227

X. DIRECTORS NOT LIABLE TO CORPORATION

To the fullest extent permitted by the North Carolina Non-profit Corporation Act as now in effect or as it may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation for monetary damages for breach of duty as a director. No amendment or repeal of this article, nor the addition of any provision 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 addition.

The name and address of the incorporator is L. Bruce McDaniel, 4942 Windy Hill Drive, Raleigh, North Carolina 27609.

IN WITNESS WHEREOF, I have hereby set my hand this 15th day of April, 2002.


L. Bruce McDaniel
Incorporator