

NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

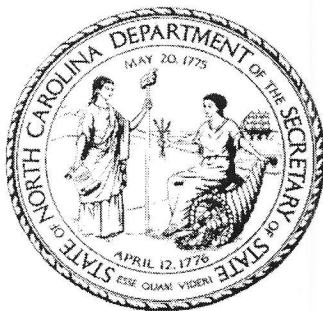
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

YOUTH OUTRIGHT, WNC, INC.

the original of which was filed in this office on the 21st day of August, 2006.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 21st day of August, 2006

Elaine F. Marshall

Secretary of State

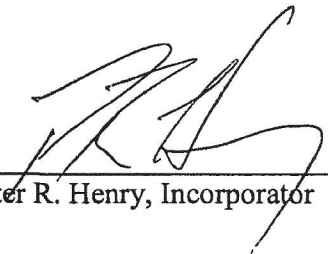
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Date Filed: 8/21/2006 11:14:00 AM
Elaine F. Marshall
North Carolina Secretary of State
C200623000312

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION
for
YOUTH OUTRIGHT WNC, INC.

Pursuant to §55A-2-02 of the North Carolina General Statutes, the undersigned corporation does hereby submit these Articles of Incorporation of the purpose of forming a nonprofit corporation.

1. The name of the corporation is: Youth OUTright, WNC, Inc.
2. The corporation is a NOT charitable or religious corporation as defined in N.C.G.S. § 55A-1-40(4).
3. The street address and county of the initial registered office of the corporation is:
One Oak Plaza, Suite 207
Asheville, N.C. 28801
Buncombe County
4. The name of the initial registered agent is: Peter R. Henry
5. The name and address of each incorporator is: Peter R. Henry
One Oak Plaza, Suite 207
Asheville, N.C. 28801
6. The corporation will not have members.
7. Attached are provisions regarding the distribution of the corporation's assets upon dissolution.
8. Any other provisions which the corporation elects to include are attached.
9. The street address and county of the principal office of the corporation is:
19 Alexander Road
Weaverville, N.C. 28787
Buncombe County
10. These articles will be effective upon filing.

This the _____ day of June, 2006.


Peter R. Henry, Incorporator

Provisions regarding the distribution of the corporation's assets upon dissolution.

Upon dissolution of the Youth OUTright WNC, Inc. a meeting will be held by the Board of Directors. At such meeting, the Board of Directors shall authorize the transfer of any and all remaining assets of Youth OUTright WNC, Inc. to Parents, Families and Friends of Lesbians and Gays, Inc. (PFLAG), a California not-for-profit corporation (95-3750694). In the event PFLAG is no longer in existence, and no successor corporation may be found, the Board of Directors will determine which charitable organization or organizations shall receive the remaining assets of Youth OUTright WNC, Inc. If no consensus is reached, a vote shall be held and the majority wishes of the Board of Directors shall determine which charitable organization or organizations shall receive the remaining assets of Youth OUTright WNC, Inc.