

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, March 1, 1985

This is to Certify, that TELAMON CORPORATION
a corporation organized under the laws of North Carolina
having complied with all the requirements of law, is
hereby authorized to transact business in the State of
Virginia in so far as not in conflict with and subject to the
laws of the State.



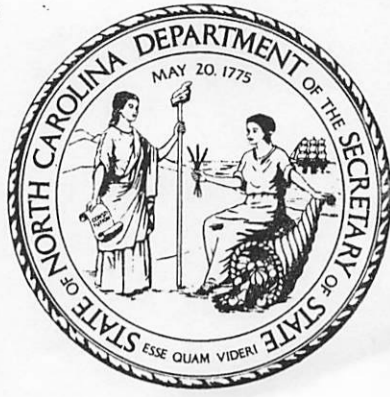
State Corporation Commission

Attest:

George N. Bryant

Clerk of the Commission

State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (1 sheets) to be a true copy of

ARTICLES OF AMENDMENT

OF

MIGRANT AND SEASONAL FARMWORKERS ASSOCIATION, INC.

(Which changed its name to: TRANSITION RESOURCES CORPORATION)

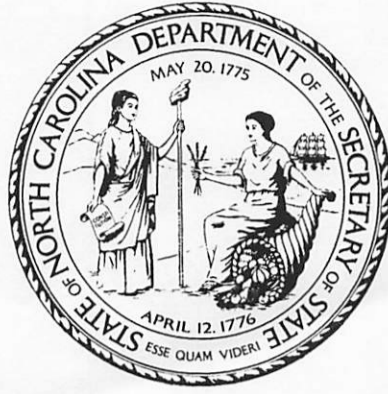
and the probates thereon, the original of which was filed in this office on the 10th day of December 1984, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 10th day
of December in the year of our Lord 1984.



Thad Eure
Secretary of State
[Signature]
By
Deputy Secretary of State



STATE OF
NORTH
CAROLINA

Department of The
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (1 sheets) to be a true copy of

ARTICLES OF AMENDMENT

OF

TRANSITION RESOURCES CORPORATION

Which changed its name to: TELAMON CORPORATION)

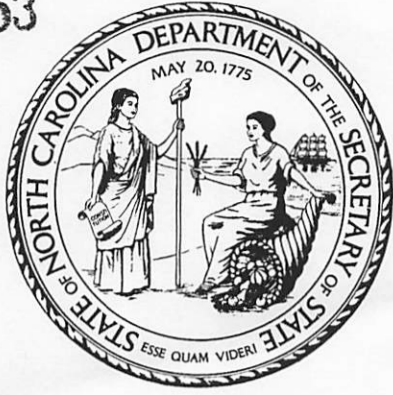
the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this _____ 30th day of November _____ in the year of our Lord 19 88.

Thad Eure
Secretary of State





State of North Carolina

Department of the Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

MIGRANT AND SEASONAL FARMWORKERS ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 8th day of NOVEMBER 1972, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 8th day of NOVEMBER in the year of our Lord 1972



[Handwritten signature]

Secretary of State

By *[Handwritten signature]*
Deputy Secretary of State

ARTICLES OF INCORPORATION
OF
MIGRANT AND SEASONAL FARMWORKERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is Migrant And Seasonal Farmworkers Association, Inc.

2. The period of duration of the corporation shall be perpetual.

3. The purposes for which the corporation is organized are:

a) To render aid and assistance to the poor, especially migrant and seasonal farm workers;

b) To propose, develop, and administer programs to the end of serving the poor, especially migrant and seasonal farm workers;

c) To exercise any and all powers granted by the laws of North Carolina to non-profit corporations;

d) To conduct the affairs of the corporation exclusively for Charitable and Educational purposes;

e) Notwithstanding any other provision of these articles, the corporation shall not carry on all other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

f) And in order properly to prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to receive dues, donations and to borrow money; to pledge any of its property as security therefore in any manner permitted by law and to pur-

chase, lease, and otherwise acquire, hold mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the object and purpose for which the Corporation is created.

(4) The Directors of the Corporation shall be elected as provided in the By-Laws.

(5) The address of the initial registered office of the corporation is 510 Glenwood Avenue, Raleigh, Wake County, North Carolina, 27603.

(6) The name of the initial registered agent of the corporation at the above address is William H. Shipes.

(7) The Corporation shall have and issue no capital stock and shall be operated without profit. No part of the assets or income of the Corporation shall be distributed to or inure to the benefit of any member, director, or officer of the Corporation or any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

In the event of dissolution no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of the assets of the Corporation but such assets shall be donated, transferred, delivered and conveyed by the directors to one or more organizations engaged in similar activities that have qualified under Section 501 (c) (3) or corresponding provisions of the Internal Revenue Code and have qualified under Chapter 105, Section 125 and 138 of the General Statutes of North Carolina.

(8) The number of directors constituting the initial board of directors shall be 20, and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Mr. Fred Suggs
Route 1, Box 356
Ayden, North Carolina

Mrs. Rachel Cobb
1417 Regent Place
Raleigh, North Carolina 27606

Miss Ellen Bush
Director of Field Services
N. C. Department of Social Services
Post Office Box 2599
Raleigh, North Carolina 27602

Dr. Henry Turlington
University Baptist Church
Chapel Hill, N. C. 27514

Mr. Tom Adams
Employment Security Commission
Farm Labor and Rural Manpower Services
200 West Jones Street
Raleigh, North Carolina 27602

Mr. Joe Cash
Farmers Home Administration
Federal Building
310 New Bern Avenue
Raleigh, North Carolina

Mr. Elish Green
Route 1, Box 186
Swanquarter, North Carolina 27885

Mr. John Merrick
Route 1, Box 98
Swanquarter, North Carolina 27885

Mrs. Nora Basnight
Route 3, Box 10
Fairfield, North Carolina 27826

Mr. Isaiah Murray
Route 2, Box 276
Beaufort, North Carolina 28516

Ms. Gloria McGriff
Johnson Court Apartments
Apartment #2244
Smithfield, N. C.

Mrs. Edna Ryals
Route 3, Box 90A
Benson, North Carolina

Mr. Moses Best
Route 1, Box 120
Hookerton, North Carolina

Mrs. Madie Hayes
Route 1, Box 201
Harrells, N. C. 28444

Mrs. Corine Murphy
Route 2, Box 201
Burgaw, North Carolina

Mrs. Flora Blackman
Post Office Box 594
Roseboro, N. C. 28382

Mrs. Annie D. Rice
Post Office Box 209
Rose Hill, N. C.

Mr. Robert Youngblood
224 S. Dawson Street
Dillon Building
Raleigh, N. C. 27602

Mr. William D. Spruill
Columbia
North Carolina 27925

Dr. Samuel S. Wiley
Post Office Box 6637
Durham, N. C. 27708

121 657

(9) The name and address of the incorporator is THOMAS S. ERWIN, Post Office Box 928, Raleigh, North Carolina, 27602, 115 W. Morgan St.

IN TESTIMONY WHEREOF, I have hereunto set my hand this the 8th day of November, 1972.

Thomas S. Erwin

STATE OF NORTH CAROLINA
COUNTY OF WAKE

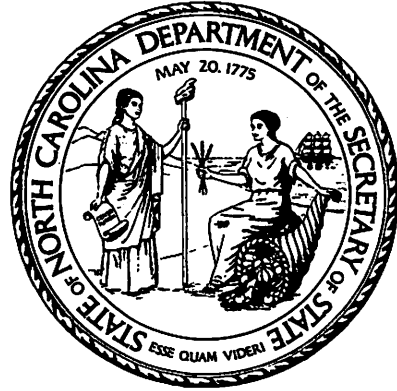
This is to certify that on the 8th day of November, 1972, before me, a Notary Public personally appeared THOMAS S. ERWIN, Post Office Box 928, Raleigh, North Carolina, 27601, who, I am satisfied is the person named in and who executed the foregoing Article of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 8th day of November, A.D. 1972.

Margaret Ross
NOTARY PUBLIC

My commission expires: 7/30/79

Thomas S. Butler
11 Box 928
9 Rd.



**State
of
North Carolina**

Faint, illegible text, likely a recording or filing stamp.

Certified Copy
from
The Department of The
Secretary of State
to be Recorded
with the
Register of Deeds
of County of

BY-LAWS
OF
TELAMON CORPORATION

ARTICLE I - CORPORATION

NAME

Section I The Name of the Corporation Shall be Telamon Corporation.

PURPOSE

Section II The purpose of the Corporation shall be:

- a. To render aid and assistance to those in need, especially migrant and seasonal farmworkers;
- b. To propose, develop, and administer programs to the end of serving those in need, especially migrant and seasonal farmworkers;
- c. To exercise any and all powers granted to non-profit corporations by the laws of the states in which the Corporation is authorized to do business;
- d. To conduct the affairs of the Corporation exclusively for charitable and educational purposes.

ADDRESS

Section III The principal office of the Corporation shall be 3937 Western Boulevard; Raleigh, Wake County, North Carolina, 27636-3315, or such location as approved by the Governing Board. Suboffices

of the corporation may be located within the states in which the corporation is authorized to do business to assist in carrying out the purposes of the corporation.

DISSOLUTION

Section IV

On dissolution, no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of the assets of the corporation, but such assets shall be donated, transferred, delivered, and conveyed by the Governing Board to one or more organizations in similar activities that qualify under Section 501 (C)(3) of the Internal Revenue Code and Chapter 105, Sections 125 and 138 of the General Statutes of North Carolina, subject to compliance with other Federal Statutes.

SEAL

Section V

The corporate seal shall be circular in form and have inscribed thereon, the words: "TELAMON CORPORATION" and the word "Seal" through the center thereof.

ARTICLE II - GOVERNING BOARD

MEMBERSHIP

Section I

The Corporation shall have no members. The Governing Board shall serve as the Board of Directors of the corporation. The Governing Board shall be composed as follows: (1) migrant and seasonal farmworker, representatives from nongovernmental organizations and representatives of the community at large who

shall be elected from each State Council in the states in which Telamon Corporation is authorized to do business; and (2) representatives of various nongovernmental agencies and organizations and the community at large, and migrant or seasonal farmworkers who shall be elected by the Governing Board itself. The Executive Director of the corporation shall serve as a nonvoting, ex-officio member.

NUMBER AND ELECTION

Section II Governing Board membership shall be composed of: one individual elected from each State Council; five (5) farmworkers, nominated from the states of operation and elected by the Governing Board; and five (5) representatives from the Community at Large; nominated from the states of operation and elected by the Governing Board. In cases where a funding source(s) requires representation on the Board, the Board will elect such representative(s); provided however, that the total membership shall not exceed 25 voting members.

Each State Council, at its annual meeting, shall elect its representative to the Governing Board as appropriate. Nominees to fill Farmworker and Community at Large seats shall be elected also. Individuals nominated to fill farmworker seats shall meet the farmworker eligibility criteria of funding source at some point during the three (3) years prior to their initial election to the Governing Board.

Prior to the annual meeting of the Board, nominations for Farm-worker and At-Large seats to be filled will be received by the Board. All representatives will begin their terms after election by the current Governing Board.

At least one-third of the membership of the Board shall be individuals who are residents of low-income neighborhoods, other low-income neighborhoods, or elected representatives of low-income neighborhood organizations. No more than one-third of the Governing Board members of Telamon Corporation may be public officials, which includes elected officials; appointed public officials and public employees.

TERMS OF OFFICE

Section III

All Board members shall serve terms of two (2) years, beginning with the date of their election unless otherwise specified by the Board. Representatives from the State Councils or Program Council must maintain their membership on the State Council or Program Council in order to be eligible to continue to serve on the Board.

ABSENCES

Section IV

Any Governing Board member who is absent from two (2) consecutive meetings without having been excused by the Board shall have their name removed from the Board roster by the Chair and shall no longer be a member of the Board. Any Board member who is absent from three (3) consecutive meetings shall be removed by the Board.

Representatives from the State Councils must also maintain their membership on the State Council. In the event a State Council Representative on the Governing Board loses membership on his/her State Council, the State Council shall notify the Chair of the Governing Board in writing.

VACANCIES

Section V

A vacancy occurring on the Board shall be filled for the unexpired term by the State Council originally electing a person to that position. This person shall then be eligible for additional two (2) year terms. However, the Board must approve the representative before he/she may begin to serve on the Board. The Board shall fill vacancies among farmworkers, representatives of nongovernment agencies and organizations, or of the community at large that the Board has elected.

VOTING

Section VI

Each member of the Governing Board shall have one (1) vote. Voting by proxy shall be prohibited.

QUORUM

Section VII

Fifty-one percent (51%) of the Board membership shall constitute a quorum to do business and a majority vote shall be necessary to affect action, except as otherwise provided in these By-Laws.

REIMBURSEMENT

Section VIII Upon approval of the Board, members may be reimbursed for expenses incurred in attending Board and Committee meetings in accordance with Federal regulations governing reimbursement of Board members in migrant and seasonal farmworker programs.

PETITION

Section IX Any representative, nongovernment group, organization, or agency which desires to be represented on the Governing Board may file a written petition requesting such representation. The petition shall set forth justification for the request, the nature and purpose of the organization, the size of its active membership, and shall be signed by an officer of the corporation.

Upon receipt of such a petition, a prompt and fair hearing will be granted the petitioners by the Governing Board at a meeting to which representatives of the organization will be invited.

ARTICLE III - GOVERNING BOARD

DUTIES AND RESPONSIBILITIES

Section I The Governing Board shall have the responsibility for overall policy making and the determination as to program direction and method of administration. These duties shall include:

- a. To coordinate with public and private agencies within the states which Telamon Corporation has authority to do

business whose resources are directed toward serving those in need, especially migrant and seasonal farmworkers.

- b. To marshal efforts within the states which Telamon Corporation has authority to do business to obtain full employment and opportunities for the poor and migrant and seasonal farmworkers.
- c. To enter into such assistance, from whatever source, for the purpose of which the corporation was formed.
- d. To establish and operate programs and other activities within the states to serve those in need, consistent with federal, state, and local laws.
- e. To adopt rules and regulations for conduct of the corporation business and to establish policies controlling the programs entered into by the corporation, its agents and servants.

EMPLOYMENT OF EXECUTIVE DIRECTOR

Section II The Board shall, upon recommendation of the Personnel Committee, employ the Executive Director, who shall serve as the chief executive officer of the corporation. The Executive Director shall be responsible for employing staff of the corporation.

EXPENDITURES

Section III

All expenditures of funds shall be cosigned by the Executive Director and/or another designee. All persons authorized to sign checks and other documents binding the corporation shall be covered by appropriate bond. The receipt, expenditure, and accounting of all funds shall be in accordance with the funding source guidelines. Periodic financial reports will be made to the Governing Board.

CONTRACTS, AGREEMENTS AND LEASES

Section IV

All contracts, grants, agreements, leases, and other official written documents shall be approved and executed by the Executive Director or designees. Whenever possible or feasible, documents will be presented to the Board for approval prior to the Executive Director's action. When this is not possible or feasible, documents will be presented to the Board upon its request for its review at the next regular meeting. The Board may withdraw this authority at any time.

ARTICLE IV - OFFICERS AND DUTIES

NUMBERS AND ELECTION

Section I

The officers of the corporation shall be the Chair, the Vice Chair, the Treasurer, and the Secretary, who shall be elected by the Board from among its members at the Board's August meeting. A Nominating Committee shall present a slate of officers selected

from the incoming Board's membership. However, the right to make nominations from the floor shall not be denied.

TERMS OF OFFICE

Section II

All officers shall enter upon their official duties upon their election and shall hold office for a term of two (2) years or until their successors shall be duly elected and qualified. Officers are eligible for re-election. Members may serve no more than two (2) consecutive terms in the same office.

DUTIES OF OFFICERS

Section III

- a. **Chair.** The Chair shall (1) preside over all meetings of the Board; (2) call special meetings of the Board; (3) perform all acts and duties usually performed by the presiding officer, and (4) sign all papers of the Board, provided, however, that the Governing Board may authorized one or more persons to sign any and all checks, contracts, and other instruments in writing on behalf of the Board. The Chair shall perform such other duties as may be prescribed by the Board.

- b. **Vice Chair.** In the absence, or disability of the Chair, the Vice Chair shall perform the duties of the Chair, provided, however, that in case of death, resignation or permanent disability of the Chair, the Board may declare the office vacant, and a successor shall be elected by the Board.

- c. **Treasurer.** The Treasurer shall cause to be kept a full and accurate account of the receipts and disbursements of the corporation and shall see that deposits of all monies are made in such insured banks as may be designated by the Board. The Treasurer shall see that the periodic reports on the finances of the corporation are made to the Board and that an audit is conducted at least yearly, if possible.
- d. **Secretary.** The Secretary shall see that a complete record of all meetings of the Board are kept and shall have general charge and supervision of the books and records of the Board. The Secretary shall maintain the roster of Board members' attendance and shall see that notice of all meetings are made to the Governing Board members. In the event that both the Chair and Vice-Chair are unable to perform their duties or both positions are vacant, the Secretary shall assume the responsibilities of the Chair.

ARTICLE V - COMMITTEE

SELECTION OF COMMITTEES

Section I

The Executive Committee shall be composed of the officers of the Corporation and the Chairs of all committees. Following the annual meeting and the election of officers, the Board will authorize any committee it deems appropriate. The Chair of the Board shall determine the membership and appoint the Chair of such designated committees. The Chair of the Governing Board shall be an ex-officio member of all committees.

ARTICLE VI - MEETINGS

ANNUAL MEETINGS

Section I The Annual Meeting of the Governing Board shall be held in the month of August at a place designated by the Board. A full report of the corporation's programs shall be made at such meeting and election of the officers will be held.

REGULAR MEETINGS

Section II Regular meetings of the Governing Board shall be held every third month beginning with the month of February except by special call of the Chair. Such meetings shall be open to the public.

SPECIAL MEETINGS

Section III Special meetings of the Governing Board may be called by the Chair and shall be called by the Chair on petition of the Executive Committee or a majority of the members of the Board. At any special meeting, only such business for which the meeting was called to consider shall be discussed or acted upon.

NOTICE OF MEETINGS

Section IV Notice of regular or special meetings of the Governing Board shall be mailed to each member at least ten days prior to the time set for such meetings. In special cases, members may be notified by telephone or special messenger. Members unable to attend meetings shall obtain an excuse through the Executive Director or from the Chair direct, to preserve their membership on the Governing Board.

ARTICLE VII - COUNCILS

There shall be State Councils for all states in which Telamon Corporation has authority and resources to do business. Each State Council shall also create such Advisory Councils and Target Area Councils as they deem necessary. State Councils shall develop By-Laws consistent with the purpose of the Corporation and submit said By-Laws to the Governing Board for approval.

ARTICLE VII - ORDER OF BUSINESS

Section I

The regular order of business will be:

- a. Call to order.
- b. Roll call of the officers and designation of quorum.
- c. Reading of minutes of previous meeting not yet approved.
- d. Report of officers.
- e. Report of committees.
- f. Report of corporation staff and director.
- g. Unfinished business.
- h. New business.
- i. Adjournment.

At the Annual Meeting of the Board, the order of business involving seating of new members and election of officers shall be as follows:

- 1) seating of new members (by outgoing Board)
- 2) orientation of new members
- 3) election of officers

Section II

Roberts Rules of Order shall serve as the guide for the conduct of business, unless stated otherwise in these By-Laws.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended at any meeting of the Governing Board, by a two-thirds majority of the votes cast.