

BYLAWS
OF
ANNE HEINIG MEMORIAL PARK FOUNDATION

ARTICLE I

Name, Seal, Offices and Fiscal Year

Section 1. Name. The name of this corporation (hereinafter referred to as the "Foundation") is:

ANNE HEINIG MEMORIAL PARK FOUNDATION

Section 2. Purposes. The purposes for which the Foundation is organized are: To promote and encourage by financial support and otherwise, the organization, maintenance, and operation of a public park in the Mountainbrook subdivision of Charlotte, North Carolina; to operate such park for the promotion of the general public welfare; to own, hold and develop such lands as are to be used for park purposes; to lease such park lands to the Parks and Recreation Commission of Mecklenburg County or its successor; to receive contributions for the acquisition of land, equipment and services and the establishment and operation of such park; and to pay out and expend whatever contributions are received for any of the heretofore described purposes.

Section 3. Principal Office. The principal office of the corporation shall be located at the Miller Clinic, 1822 Brunswick Avenue, City of Charlotte, County of Mecklenburg, State of North Carolina, or at such other place as the Directors might designate from time to time.

Section 4. Fiscal Year. The fiscal year of this corporation shall be the calendar year.

Section 5. Seal. The seal of the corporation shall be circular and

shall bear the words "ANNE HEINIG MEMORIAL PARK FOUNDATION" and in the center, the words and figures "Corporate Seal 1968." The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

ARTICLE II

Board of Directors

Section 1. Duties. The direction and management of the Foundation and the control and disposition of its property and funds shall be vested in the Board of Directors and the Executive Committee, if one is established by the directors. The Board of Directors shall have, in addition to the powers and authority expressly conferred upon it by the Articles of Incorporation and these Bylaws, the right, power and authority to exercise all such powers and do all such acts and things as may be exercised or done by the Foundation as a non-profit corporation organized under the laws of North Carolina, but subject, nevertheless, to the laws of the State of North Carolina, the provisions of the Articles of Incorporation and these Bylaws.

Section 2. Number, Qualifications and Tenure. The number of directors shall be six (6). All directors must have an active interest in the work of the Foundation and participate in the duties of directors. Each of the following organizations shall have the right to elect one director, except as otherwise noted:

- a. Mountainbrook Swim Club
- b. Mountainbrook Civic Association and
- c. The Mountainbrook Garden Clubs, as a group, shall elect one.

Such representative shall be certified as a director by presentation to the Board of Directors of the Foundation written notification by the Secretary of the organization which selected him. Each such director shall serve a term of one year or until his successor shall be duly elected. Any such director shall be eligible for re-election if reselected and recertified by such organizations. Dr. Charles F. Heinig shall be a director for life with the right to appoint two (2) directors each year. Those directors appointed in writing by Dr. Heinig shall serve for a term of one (1) year.

Section 3. Election and Vacancies. Those directors named in the Articles of Incorporation shall act as the sole directors of the Foundation until such time as they are replaced by Dr. Heinig. Other members of the Board of Directors can thereafter be selected in accordance with the provisions of Section 2. Any director can be removed at any time by the same individual or organization which certified him as a member of the Board of Directors. Vacancies created by the death or resignation shall be filled in accordance with the provisions of Section 2 as though such position had not previously been filled.

Section 4. Annual Meetings. The annual meeting of the board of directors shall be held on the first Monday of February in each year at 8:00 p. m. at the principal residence of Dr. Charles F. Heinig, or such other place as shall be designated in a written notice to the directors, for the transaction of such business as may come before it.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the president or by a majority of the board.

Section 6. Notice of Meetings. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least ten (10) days before the meeting to the usual business or residence address of each director, but such notice may be waived by any director.

Section 7. Quorum and Manner of Acting. At all meetings of the Board of Directors, a majority of the directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board, except as may be otherwise specifically provided by statute or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

Section 8. Informal Action by Directors. Any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation to be kept in the corporate minute book.

ARTICLE III

Officers

Section 1. Number. The officers of the corporation shall consist of a President, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term. The officers of the corporation shall be elected by the Board of Directors. Such elections may be held at any regular or special meeting of the board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification or his successor is elected and qualifies. The President and all Vice Presidents shall be elected from the Board of Directors.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Compensation. Officers of the corporation shall serve without compensation.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws.

He shall, when present, preside at all meetings. He shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents. The Vice Presidents, in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence of disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 7. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of directors. He shall give all notices required by law and by these bylaws. He shall have general charge of the corporate books and records and of the corporate seal and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall sign such instruments as may require his signature and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the President or by the Board of Directors. He shall have the duty to file or direct the filing of all documents necessary to secure and assure the continuance of a tax exempt status for the Foundation.

Section 8. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations, all in reasonable detail, to be made and filed at the registered or principal office of the corporation within one month after the end of such fiscal year. The statement so filed shall be kept available for inspection for a period of ten years; and the Treasurer shall mail or otherwise deliver a copy

of the latest such statement to each officer and director. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Treasurers. The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. Bonds. The Board of Directors may, by resolution, require any and all officers, agents and employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 11. Executive Committee. The President, the Secretary and the Treasurer shall constitute an Executive Committee, which Committee shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

ARTICLE IV

Contracts

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined

to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

ARTICLE V

Amendments

The Board of Directors shall have power to make, alter, amend and repeal the bylaws of the corporation, subject to the limitation of ARTICLE VI, by affirmative vote of a majority of the members of the Board of Directors then holding office.

ARTICLE VI

Dissolution or Liquidation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all assets of the corporation exclusively to the Parks and Recreation Commission of Mecklenburg County or whatever County, City, or State organization is then its successor. This article may not be amended except as may be necessary to keep this corporation qualified and tax-exempt under the applicable laws.

MINUTES OF FIRST MEETING
BOARD OF DIRECTORS
ANNE HEINIG MEMORIAL PARK FOUNDATION

November 13, 1968

The first meeting of the directors of the Anne Heinig Memorial Park Foundation, a North Carolina corporation, was held at Charlotte, North Carolina, on the 13th day of November, 1968, at one o'clock in the afternoon pursuant to a waiver of notice signed by all of the directors of the corporation.

Present in person and acting throughout the meeting were Charles F. Heinig, J. Patrick Thompson and Richard E. Thigpen, Jr., the initial directors named in the Articles of Incorporation.

Dr. Charles F. Heinig was chosen temporary chairman of the meeting and Richard E. Thigpen, Jr., acted as secretary of the meeting and kept the minutes.

The temporary chairman stated that the Articles of Incorporation had been filed in the office of the Secretary of State of the State of North Carolina on the 4th day of November, 1968, and had been recorded in the office of the Register of Deeds of the County of Mecklenburg in Book 8-C, page 126.

The acting secretary presented to the meeting and moved the adoption of the following bylaws of the corporation prepared by counsel for the corporation:

Upon being seconded, the motion passed and the foregoing bylaws were unanimously adopted.

The temporary chairman called attention to Article II, Sections 2 and 3, of the bylaws with respect to the election of additional directors. Dr. Heinig stated that it was his wish that Thompson and Thigpen continue as directors through 1969. It was agreed that notice should be given to those organizations entitled to elect a director to certify their choices prior to January 1, 1969.

Dr. Heinig then called attention to the provisions of the bylaws with respect to the election of officers. Nominations having been made, the following officers were unanimously elected:

President	Dr. Charles F. Heinig
Secretary	Richard E. Thigpen, Jr.
Treasurer	J. Patrick Thompson

The chairman then called attention to Article III, Section 11, of the bylaws, which provides for the formation of an Executive Committee to exercise all of the authority of the Board of Directors in the management of the corporation. After a full discussion of the merits of utilizing such a committee, the following motion was made, seconded and unanimously approved:

WHEREAS, the bylaws of the ANNE HEINIG MEMORIAL PARK FOUNDATION provide for the management of the corporation through the use of an Executive Committee composed of the President, Secretary, and Treasurer, and

WHEREAS, the Board of Directors finds that the purposes and objectives of the foundation could be best accomplished by the use of an Executive Committee acting with all the authority vested in the Board of Directors,

NOW, THEREFORE, BE IT RESOLVED:

That the Executive Committee provided for in the bylaws, and composed of the President, Secretary and Treasurer of the corporation, is hereby established and shall be entrusted with all the authority granted the Board of Directors in the management of the corporation.

The chairman suggested that it would be desirable for the corporation to establish a bank account and to authorize one or more officers or directors to sign checks of the corporation drawn on such account. Thereupon, on motion duly made and seconded, a resolution was unanimously adopted authorizing the establishment of a corporate account at First Union National Bank of North Carolina, Charlotte, North Carolina, and authorizing any of the three (3) officers to sign checks drawn on this account. A copy of said resolution is to be inserted in the minute book following these minutes and made a part thereof. It was unanimously agreed that the Treasurer should have the authority to transfer Foundation funds to and from checking and savings accounts as he deemed necessary.

The chairman explained that it was the intent of all parties that the corporation be qualified as a tax-exempt organization eligible to receive contributions which will be deductible by the contributors under the revenue acts of the United States and the State of North Carolina. Mr. Thigpen reported that applications would be made to the North Carolina Department of Revenue and the Internal Revenue Service for rulings to assure that the Foundation is exempt from taxation and that contributions to it will be deductible as charitable gifts.

The necessity of having a Certified Public Accountant set up the books and prepare tax returns of the Foundation was discussed. After a full discussion of the matter, it was agreed that Dr. Heinig should contact Certified Public Accountants to determine if one would donate his services in this regard.

A general discussion of the purposes of the corporation and how best to accomplish them followed. Dr. Heinig indicated that he had recently placed a \$500.00 binder on 3.104 acres of land located in the Mountainbrook subdivision, which property, he believed, was suitable for the development of a park. He then made a written offer to the corporation, a copy of which offer is attached and made a part of these minutes.

After a full discussion, the following motion was made, seconded, and unanimously approved:

WHEREAS, the ANNE HEINIG MEMORIAL PARK FOUNDATION was organized for the purpose of developing land for a public park in the Mountainbrook Subdivision of Charlotte, North Carolina, and

WHEREAS, Dr. Charles F. Heinig has offered the corporation his rights to suitable property for such purpose, and

WHEREAS, the Board of Directors finds as a fact that the value of such property is equal to the price agreed to by Dr. Heinig,

NOW, THEREFORE, BE IT RESOLVED:

1. That the offer of Dr. Charles F. Heinig for acquisition of his rights in and to 3.104 acres of land in the Mountainbrook Subdivision of Charlotte, as set forth in the Memorandum of Agreement attached to and made a part of this resolution, is hereby accepted; and
2. That the officers of the corporation be and they are hereby authorized to do those things necessary to

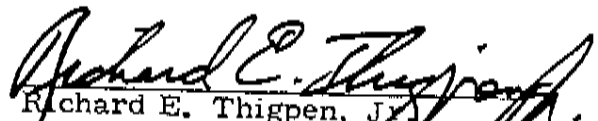
complete the purchase of the subject property, including the signing of a note and deed of trust on behalf of the corporation, all in accordance with the Memorandum of Agreement.

The matter of accepting contributions was then discussed and it was agreed that the Foundation would accept and acknowledge all the donations and pledges offered to date, a list of which is attached and made a part of these minutes.

The chairman then noted that certain expenses had been incurred in the organization of the corporation and in the preparation of certain documents necessary to allow the corporation to commence its business. The Treasurer was then authorized and directed to pay all bills rendered subsequent to the organization of the corporation in connection with the aforementioned expenses out of the funds of the corporation.

There being no further business, the meeting was adjourned.

Respectfully submitted,


Richard E. Thigpen, Jr.
Acting Secretary