

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MINT MUSEUM OF ART**

1. The name of the corporation is Mint Museum of Art.
2. 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.
3. 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”), including, without limitation, collecting, researching, displaying, interpreting and preserving art and historical artifacts, and providing community-wide educational opportunities, and for any other lawful purpose consistent therewith.
 - (a) Notwithstanding any other provision of these Amended and Restated 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 part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its tax-exempt purposes.
 - (c) 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.
4. The corporation shall have no members. The method of election of the trustees shall be set forth in the bylaws of the corporation.
5. The period of existence of the corporation is unlimited.
6. The address of the registered office of the corporation in the State of North Carolina is 2730 Randolph Road, Charlotte, North Carolina 28207; and the name of its registered agent at such address is Toni L. Freeman.
7. The mailing address and the street address of the principal office of the corporation is 2730 Randolph Road, Charlotte, North Carolina 28207, which principal office is located in Mecklenburg County.

8. 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 trustee of the corporation shall be personally liable for monetary damages for breach of any duty as a trustee. No amendment or repeal of this article, nor the adoption of any other amendment to these Amended and Restated 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.

9. 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 trustees 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 (i) the City of Charlotte, North Carolina, or (ii) one or more organizations exempt under Section 501(c)(3) of the Code having similar purposes as the corporation, to be used for purposes similar to the purposes of the corporation, as designated by the trustees.

10. Except as otherwise provided herein, these Amended and Restated Articles of Incorporation may be further amended or repealed and new or amended Articles of Incorporation may be adopted by the affirmative vote of two-thirds of the trustees then holding office at any regular or special meeting of the board of trustees 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.