ARTICLES OF AMENDMENT

OF

The University of North Carolina at Greensboro
Human Environmental Sciences Foundation, Incorporated

Pursuant to Section 55A-10-05 of the General Statutes of North Carolina, the undersigned nonprofit corporation hereby submits these Articles of Amendment for the purpose of amending its Restated Charter:

1. The name of the corporation is The University of North Carolina at Greensboro Human Environmental Sciences Foundation, Incorporated.

2. The Restated Charter of the corporation is hereby amended as follows:

   Article IV is deleted in its entirety and replaced with the following:

   “IV.

   The corporation shall have no members.”

   A new Article VIII is added that shall read as follows:

   “VIII.

   To the fullest extent permitted by the North Carolina Nonprofit 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 VIII, nor the addition of any provision to these Articles of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or addition.”

3. The foregoing amendment to the Restated Charter was approved by a sufficient vote of the Board of Directors. The corporation has no members; therefore, approval of the foregoing amendment by the members of the corporation was not required.

4. As required in the Bylaws of the corporation, the foregoing amendment to the Restated Charter was approved by Board of Trustees of the University of North Carolina at Greensboro.

5. These Articles of Amendment will be effective upon filing.

IN WITNESS WHEREOF, these Articles of Amendment are signed by the President of
the corporation on this the ____ day of ______, 2011.

The University of North Carolina at Greensboro Human Environmental Sciences Foundation, Incorporated

By: ______________________________________
    Robin Britt, President