ACTION ITEM: Resolution of the Human Environmental Sciences Foundation, Inc. to amend its Charter.

WHEREAS, the Board of Directors of the University of North Carolina at Greensboro Human Environmental Sciences Foundation, Inc. (the "Foundation") desires to amend the Foundation's articles of incorporation (the "Charter"); and

WHEREAS, the Bylaws of the Foundation provide that the Board of Directors shall have full authority to alter or amend the Articles of Incorporation of the Foundation, except that any change must have the prior approval of the Board of Trustees of The University of North Carolina at Greensboro;

WHEREAS, pursuant to Section 204A of the Code of the Board of Trustees of the University of North Carolina at Greensboro, the Executive Committee is empowered to “act for the full Board in interim periods on all matters of interest to the Board, including approval of appropriate academic and administrative appointments;” and

WHEREAS, to amend the Charter as provided below, the Foundation will submit this Resolution to the Executive Committee of the Board of Trustees of The University of North Carolina at Greensboro for its approval; and now, therefore, it is

RESOLVED, that, contingent upon the approval of the Executive Committee of the Board of Trustees of The University of North Carolina at Greensboro, acting on behalf of the Board of Trustees of The University of North Carolina at Greensboro, and the filing of Articles of Amendment with the North Carolina Secretary of State, the Charter of the Foundation 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:

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.”

APPROVED, this day of October 31, 2011