

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

1859 Fund, Inc.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **11/03/2017** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **11/03/2017**.



A handwritten signature in black ink, appearing to read 'B. P. Kemp', is written over the printed name.

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION

Electronically Filed
Secretary of State
Filing Date: 11/3/2017 8:50:24 AM

BUSINESS INFORMATION

CONTROL NUMBER 17116796
BUSINESS NAME 1859 Fund, Inc.
BUSINESS TYPE Domestic Nonprofit Corporation
EFFECTIVE DATE 11/03/2017

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

PRINCIPAL OFFICE ADDRESS

ADDRESS PO Box 500091, Atlanta, GA, 31150, USA

REGISTERED AGENT'S NAME AND ADDRESS

NAME	ADDRESS
Jason Boles	10719 Alpharetta Highway, #1483, Fulton, Roswell, GA, 30077, USA

INCORPORATOR(S)

NAME	TITLE	ADDRESS
Jason Boles	INCORPORATOR	PO Box 500091, Atlanta, GA, 31150, USA

MEMBER INFORMATION

The corporation will not have members.

OPTIONAL PROVISIONS

DIRECTORS. (a) The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, terms of office, and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The initial Board of Directors shall consist of one (1) Director whose name and address is: Jason Boles, PO Box 500091, Atlanta, GA 31150. (b) No person who is serving or has served as a member of the Board of Directors shall have any liability to the Corporation for monetary damages for any action taken, or any failure to take any action, as a member of the Board of Directors, except liability: (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or (iv) for any transaction from which such person derived an improper personal benefit. The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Articles, and the Bylaws of the Corporation. **PURPOSE.** The Corporation is organized and shall be operated to promote the social welfare, specifically by supporting the adoption of policies that support economic growth in Georgia. The Corporation is organized and shall be operated within the meaning of Section 501(c)(4) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code") and for such related purposes as may be permitted to corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in the aforesaid provision of the Code. **INUREMENT.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 the purposes set forth above. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Code. **DISSOLUTION.** Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of

Directors shall be disposed of by the superior court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine. AMENDMENT. These Articles of Incorporation may be altered, amended or repealed by affirmative vote of a majority of the Directors.

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE Jason Boles
AUTHORIZER TITLE Incorporator