

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

CERTIFICATE OF CONVERSION

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 articles of conversion have been filed on **4/11/2018** converting

Each, Inc
a Foreign Non-Qualifying Entity
to
Each, Inc
a Domestic Nonprofit Corporation

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **04/12/2018**.




Brian P. Kemp
Secretary of State

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CERTIFICATE OF CONVERSION OF
EACH, INC.

A GEORGIA NONPROFIT CORPORATION

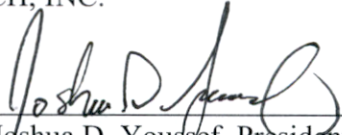
(Formerly a Virginia Nonprofit, Nonstock Corporation)

Each, Inc., incorporated as a Virginia nonprofit, nonstock corporation, is converting its state of incorporation to Georgia, and shall retain its corporate name (Each, Inc.), and states as follows:

1. The converting foreign corporation elects to become a Georgia nonprofit corporation.
2. The effective date of the conversion shall be 12:01 a.m. on April 12, 2018.
3. The conversion election has been approved as required by O.C.G.A. Section 14-3-1120(b).
4. The articles of incorporation accompanying the certificate:
 - (a) Are in the form required by O.C.G.A. Section 14-3-202;
 - (b) Set forth the name of the corporation that satisfies the requirements of O.C.G.A. Section 14-3-401; and
 - (c) Are the articles of incorporation of the corporation formed pursuant to such election unless and until modified in accordance with the Georgia Nonprofit Corporation Code.

IN WITNESS WHEREOF, the undersigned authorized officer of the corporation has executed this Certificate of Conversion this 9th day of April, 2018, pursuant to the Georgia Nonprofit Corporation Code.

EACH, INC.

BY: 
Joshua D. Youssef, President

ARTICLES OF INCORPORATION OF

EACH, INC.

A GEORGIA NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is:

EACH, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended (the "Georgia Code").

ARTICLE III. PURPOSES

The corporation is organized exclusively for religious, charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to strengthening and equipping individuals who are persecuted because of their beliefs or matters of conscience, who live in areas of the world where basic human rights are restricted or denied, or who are the targets of repressive regimes, as well as making distributions for exempt purposes and to or for the use of organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Code.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 the purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Georgia and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Georgia, or the laws of the United States. Notwithstanding the foregoing, to the extent the corporation has members, then the members must consent (by such majority vote as provided for in the bylaws) to any changes to the bylaws of the corporation.

Section 3. Term and Election. The term and election of each member of the Board of Directors shall be as established in the bylaws.

Section 4. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Georgia or of the United States. Notwithstanding the foregoing, to the extent the corporation has members, then the members must consent (by majority vote) to any changes to these Articles of Incorporation.

Section 5. Initial Directors. The initial Board of Directors shall consist of seven (7) members, all of whom may be reached at the corporation's address: Joshua D. Youssef, Ronald J. Hughes, Jr., David A. Bottoms, David N. Dungan, Donald L. Chapman, Allan J. Guinan, and James W. Inglis.

ARTICLE VII. MEMBERS

The corporation may (but is not required to) have one or more members, with such rights, powers, and responsibilities as may be provided for herein and in its bylaws.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers specifically enumerated in Section 14-3-302 of the Georgia Code as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code.

Section 3. Charitable Trusteeship. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote of both the directors and the members (if any members exist).

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the

meaning of Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, scientific, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III hereof at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Definition. Each reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT;

PRINCIPAL OFFICE

Section 1. Registered Agent & Office. The initial registered office and registered agent of the corporation shall be Jonathan T. McCants, 3414 Peachtree Road, NE, Suite 1150, Atlanta, Fulton County, Georgia 30326.

Section 2. Principal Office. The mailing address of the initial principal office shall be 1570 Northside Drive, Building 100, Atlanta GA 30318.

ARTICLE XII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Georgia Code Sections 14-3-860 through 14-3-864 as amended; or (iv) For any transaction from which the director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present, along with the consent of any members of the corporation. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by applicable law.

ARTICLE XIII. INCORPORATOR

Section 1. Incorporator. The name and address of the incorporator, who is a citizen of the United States, is:

Jonathan T. McCants
Bird, Loechl, Brittain & McCants, LLC
1150 Monarch Plaza
3414 Peachtree Road, N.E.
Atlanta, GA 30326

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the corporation has executed these Articles of Incorporation, pursuant to the Georgia Nonprofit Corporation Code.

BY: 

Jonathan T. McCants, Incorporator
Bird, Loechl, Brittain & McCants, LLC
1150 Monarch Plaza
3414 Peachtree Road, N.E.
Atlanta, GA 30326

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