

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

PROMISE OF HOPE-TATTNALL, INC.

a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **03/16/2018** 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 **05/11/2018**.



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
COUNTY OF TATTNALL

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**ARTICLES OF INCORPORATION
OF
PROMISE OF HOPE-TATTNALL, INC.**

ARTICLE ONE

The name of the corporation shall be: **PROMISE OF HOPE-TATTNALL, INC.**

ARTICLE TWO

The corporation shall have perpetual duration.

ARTICLE THREE

The corporation shall be a non-profit corporation under the provisions of the Georgia Non Profit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have the full power and authority:

(a) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;

(b) To make distributions for other charitable purposes;

(c) To receive and accept property, whether, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

(d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly. As determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all power of authority enjoyed by corporations generally by virtue of the provisions of the Georgia Non Profit corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes of a charitable organization as set forth in this Article III, and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or trustee of the corporation, or any other private person; but 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 as set forth in Article III hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provisions of these 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 taxation under Section 501(c)(3) of the Internal Revenue Code; or
- (ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The Directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a non-profit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE SIX

The corporation shall not have members as defined in O.C.G.A. § 14-3-601 et seq.

ARTICLE SEVEN

The initial Board of Directors of the corporation shall consist of eight (8) members, whose names and addresses are set forth below. Each member of the initial Board of Directors shall serve as a director until a successor has been elected and has qualified.

Name	Address
Amanda W. Hall	106 Ridgeway Street Glennville, GA 30427
Denise Dobbins	P. O. Box 321 Dudley, GA 31022
Steven E. Steigman	112 West Pecan Road Glennville, GA 30427
Fay Edwards	7027 GA Highway 169 Glennville, GA 30427
Kenneth Edwards	12910 GA Highway 169 Glennville, GA 30427
Roger Eric Nelson, Jr.	110 Cloverdale Road Glennville, GA 30427
Angie Henry	P. O. Box 95 Glennville, GA 30427
Dr. Gregory Fortner	P. O. Box 338 Reidsville, GA 30453

ARTICLE EIGHT

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from

taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NINE

The initial registered office of the corporation shall be at 1091 Cemetery Road, Glennville, GA 30427. The initial registered agent of the corporation at such address shall be Amanda W. Hall.

ARTICLE TEN

The mailing address of the initial principal office of the corporation is Post Office Box 485, Glennville, GA 30427.

ARTICLE ELEVEN

For purposes of these Articles of Incorporation, "Charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE TWELVE

(a) A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for 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, or (iii) for any transaction from which the director derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect 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.

(c) If the Georgia Non Profit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination of limitation of the liability of Directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent [permitted by the amended Georgia Non Profit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this article (including any provision within a single sentence) are 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 law.

ARTICLE THIRTEEN

The name and address of the Incorporator is as follows: Amanda W. Hall, 106 Ridgeway Street, Glennville, GA 30427.

ARTICLE FOURTEEN

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of all of the Directors then in office.

ARTICLE FIFTEEN

Any action required by law to be taken at a meeting of the Directors of the corporation or any action which may be taken at a meeting of the Directors may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by a majority of the Board of Directors.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation.

This 14th day of March, 2018.



Hugh J. McCullough
Attorney for Incorporator
Georgia State Bar No. 487014

406 North Caswell Street
Post Office Box 39
Glennville, Georgia 30427
(912) 654-2116



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE

CORPORATIONS DIVISION

2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

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TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT OR NONPROFIT CORPORATION

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: mandy@promiseofhopetattnallga.org

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 15426453

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Promise of Hope-Tattnall, Inc.

Corporate Name (List exactly as it appears in articles.)

2. Hugh J. McCullough

Name of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)

P. O. Box 39

Address

Glennville

City

GA

State

30427

Zip Code

mcswin@windstream.net

Filer's Email Address

(912) 654-2116

Telephone Number

3. Amanda Willis Hall

Name of Registered Agent in Georgia

1091 Old Anderson Cemetery Road

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Glennville

City

Tattnall

County

GA

State

30427

Zip Code

mandy@promiseofhopetattnallga.org

Registered Agent's Email Address

4. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that the information on this form will be entered in the Secretary of State business entity database, and I certify that the above information is true and correct to the best of my knowledge.

Hugh J. McCullough
Signature of Authorized Person

Hugh J. McCullough
Print name

3/14/18
Date