

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

**CERTIFICATE OF RESTATED ARTICLES**

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**Each, Inc**  
**a Domestic Nonprofit Corporation**

has amended and filed duly restated articles on 08/06/2020 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **08/10/2020**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

# **RESTATED ARTICLES OF INCORPORATION OF**

## **EACH, INC.**

### **A GEORGIA NONPROFIT CORPORATION**

These Restated Articles of Incorporation of Each, Inc., which require the affirmative vote of a majority of the current directors in order to be adopted by the corporation, and which do not require any vote of members (there are no members), were adopted and authorized at a duly noticed special meeting or written consent of the current board of directors on and as of the date, August 6, 2020, and amend and supersede the original Articles of Incorporation, and any amendments thereto; all pursuant to Section 14-3-1006 of the Georgia Code as amended.

#### **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 Restated Articles of Incorporation), by a majority vote, in any way not inconsistent with the Restated Articles of Incorporation, the laws of the State of Georgia, or the laws of the United States. Notwithstanding the foregoing, the Chair 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 Restated 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, then the Chair must consent to any changes to these Restated Articles of Incorporation.

Section 5. Current Directors. The current Board of Directors consists of five (5) members as provided for in the corporate records, each of whom may be reached at the corporation's address.

#### **ARTICLE VII. NO MEMBERS**

The corporation has no members.

#### **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 Restated 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.

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 Restated 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 Restated 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. REGISTERED OFFICE AND AGENT;**

### **PRINCIPAL OFFICE**

Section 1. Registered Agent & Office. The current 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 current principal office shall be 1580 Terrell Mill Rd SE, Suite 100, Marietta, GA, 30067.

## **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 Restated 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, which must include the Chair. 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.

IN WITNESS WHEREOF, the undersigned authorized officer of the corporation has executed these Restated Articles of Incorporation, pursuant to Georgia Code Section 14-3-1006.

**EACH, INC.**

BY:   
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Allan Guinan, Secretary



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.ga.gov

\*Electronically Filed\*  
Secretary of State  
Filing Date: 8/6/2020 3:34:05 PM

**TRANSMITTAL INFORMATION FORM  
RESTATEMENT**

1. **Each, Inc**

Entity Name

**18043765**

Entity Control No.

2. **Jonathan T. McCants**

Name of Person Filing Restatement

**3414 Peachtree Road NE Suite 1150**

Address

**Atlanta**

City

**GA**

State

**30326**

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

**Jonathan T. McCants**

Signature of Authorized Person