

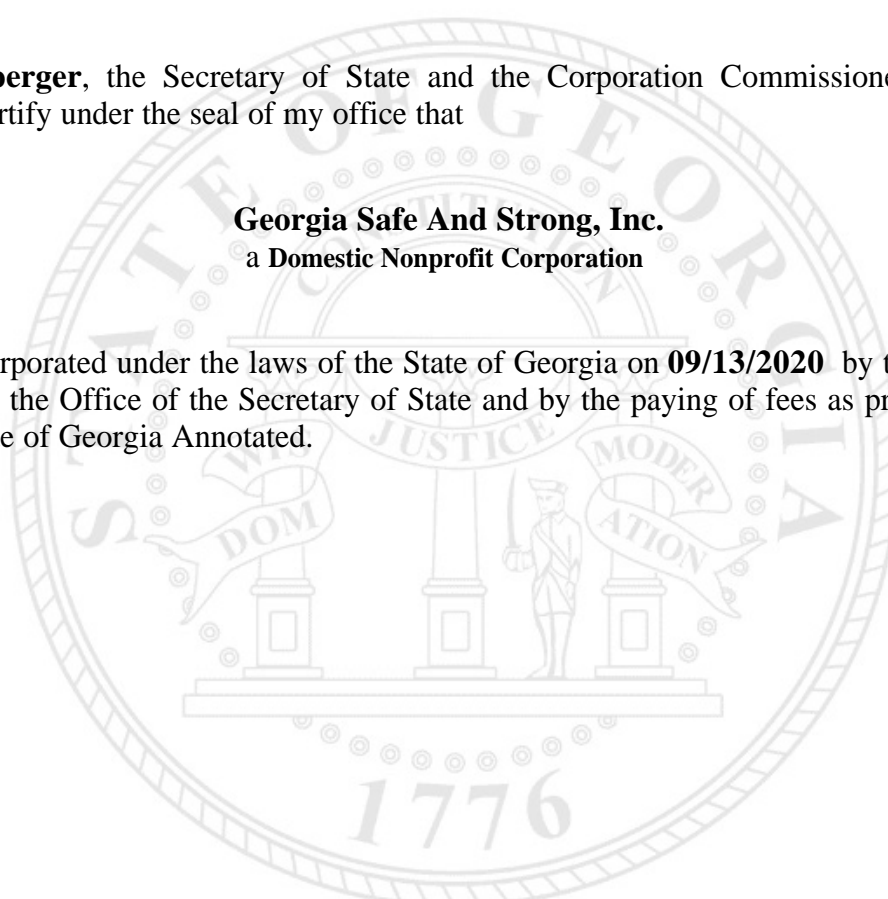
STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

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

Georgia Safe And Strong, Inc.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/13/2020** 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 **09/15/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF INCORPORATION
OF
Georgia Safe And Strong, Inc.

(a Georgia Nonprofit Corporation)

I.

CORPORATE NAME

The name of the corporation shall be “Georgia Safe And Strong, Inc.”

II.

ORGANIZATION

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (“GNCC”).

III.

DURATION

The corporation shall have perpetual duration, unless otherwise terminated pursuant to law.

IV.

PURPOSES

A. The corporation is a nonprofit corporation organized as a political organization within the meaning of Section 527(e)(1) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the “Code”), and as an independent committee as defined in O.C.G.A. § 21-5-3(15).

B. The purpose of the corporation shall be to receive contributions from persons (as that term is defined in O.C.G.A. § 21-5-3 (19)) and make expenditures (as that term is defined in O.C.G.A. § 21-5-3 (12)) “either for the purpose of affecting the outcome of an election for any elected office or to advocate the election or defeat of any particular candidate.” (O.C.G.A. § 21-5-3(15)).

C. No part of the property or net earnings of the corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual or as expenditures in furtherance of the purposes set forth in this Article IV.

D. It is intended that the corporation will qualify at all times as an organization exempt from federal income tax as a qualified state or local political organization within the meaning of Section 527(e)(5) of the Code and as an independent committee within the meaning of O.C.G.A. § 21-5-3(15); therefore, notwithstanding any other provision in these Articles of Incorporation, the corporation shall not be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized, and the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 527 of the Code and by an independent committee within the meaning of O.C.G.A. § 21-5-3(15).

V.

POWERS

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the corporation, the corporation shall have all of the powers conferred upon nonprofit corporations under the GNCC, to be exercised solely in furtherance of the purposes described in Article IV above. The corporation shall have full power and authority to perform all acts necessary or 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 other power and authority enjoyed by corporations generally by virtue of the provisions of the GNCC.

VI.

DISPOSITION OF ASSETS

In the event of the dissolution of the corporation, after payment of or provision for all liabilities of the corporation, all of the assets of the corporation shall be contributed to, or its assets shall be sold and the proceeds contributed to, another political organization within the meaning of Section 527(e)(1) of the Code, a newsletter fund within the meaning of Section 527(g) of the Code, any organization described in paragraph 1 or 2 of Section 509(a) of the Code that is exempt from taxation under Section 501(a) of the Code, or the general fund of the State of Georgia, as selected by the Board of Directors of the corporation. Any disposition of assets shall also be made in compliance with all applicable state election and campaign finance laws. Any such assets not disposed of in the manner herein provided 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 organization as said court shall determine, which are organized and operated exclusively for such purposes.

VII.

CORPORATE STOCK AND MEMBERSHIP

The corporation shall have no capital stock and it shall have no shareholders or members.

VIII.

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of at least one (1) and no more than fifteen (15) members. The exact number and the method of election of the members of the Board of Directors as well as any qualification for being a member of the Board of Directors shall be as provided from time to time by or pursuant to the bylaws of the corporation.

IX.

LIMITATIONS ON DIRECTOR LIABILITY

A Director of the corporation shall not be liable to the corporation for monetary damages for any action taken, or any failure to take any action, as a Director, except liability: (a) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (b) for acts or omissions that involve intentional misconduct or a knowing violation of law, (c) for the types of liability set forth in sections 14-3-860 through 14-3-864 of the GNCC, or (d) for any transaction from which the Director received an improper personal benefit; provided, however, that this Article IX shall not eliminate or limit the liability of a Director for any act or omission that occurred prior to the effective date of these Articles of Incorporation. If the GNCC is hereafter amended to eliminate or limit the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the GNCC, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification.

X.

INDEMNIFICATION; INSURANCE

(a) No Director or officer of the corporation shall be liable for any debts or obligations of the corporation, and creditors shall look only to the assets of the corporation for satisfaction of any debts or obligations of the corporation.

(b) To the fullest extent permitted by applicable law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than (i) in connection with a proceeding by or in the right of the corporation or (ii) in connection with any other proceeding in which the person was adjudged liable on the basis that personal benefit was improperly received by the person, whether or not involving action in the person's official capacity) by reason of the fact that he or she is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Board of Directors member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her

in connection with such action, suit, or proceeding if he or she conducted himself or herself in good faith and if he or she reasonably believed (i) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the corporation; (ii) in all other cases, that such conduct was at least not opposed to the best interests of the corporation; and (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, in and of itself, create a presumption that a person did not act in a manner which he or she believed in good faith to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) To the fullest extent permitted by applicable law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the corporation by reason of the fact he or she is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Board of Directors member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses only (including attorneys' fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding if it is determined that he or she conducted himself or herself in good faith and if he or she reasonably believed (i) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the corporation; (ii) in all other cases, that such conduct was at least not opposed to the best interests of the corporation; and (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, in and of itself, create a presumption that a person did not act in a manner which he or she believed in good faith to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(d) To the extent that a person indemnified under this Article has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections (b) and (c) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(e) Any indemnification under section (b) and (c) of this Article shall be made by the corporation only as authorized in the specific proceeding upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in sections (b) and (c) of this Article. Such determination shall be made (i) if there are two or more disinterested Directors, by the Board of Directors by a majority vote of all the disinterested Directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote, or (ii) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Board of Directors members so directs, by independent legal counsel.

(f) Expenses incurred in defending a civil or criminal action, suit, or proceeding shall, to the fullest extent permitted by law, be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation of the Director, officer, employee, or agent of his or her good faith belief that he or she has met the standard of conduct set forth herein or that the proceeding involves conduct for which liability has been eliminated and (ii) with a written undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it is ultimately determined that such person is not entitled to indemnification.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights, in respect of the indemnification or otherwise, to which those seeking indemnification may be entitled under any Bylaw or resolution approved by the affirmative vote of the Board of Directors members taken at a meeting the notice of which specified that such Bylaw or resolution would be placed before the Board members, both as to action by a Director, officer, employee, or agent in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The indemnification provided by this Article shall be considered a contract right of the covered person.

(h) The corporation and its officers shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

XI.

INITIAL REGISTERED OFFICE AND AGENT

The address and county of the initial registered office of the corporation is as follows:

3127 Maple Drive
Atlanta, Georgia 30305
Fulton County

The initial registered agent of the corporation at such office shall be as follows:

Jeremy Berry

XII.

PRINCIPAL OFFICE

The address of the initial principal office of the corporation is as follows:

922 Highway 81 East
Unit 226
McDonough, GA 30252

XIII.

INCORPORATOR

The name and address of the incorporator are as follows:

Jeremy Berry
3127 Maple Drive
Atlanta, GA 30305

XIV.

AMENDMENTS

The Articles of Incorporation of the corporation may be amended in accordance with the applicable provisions of the GNCC (or the corresponding provision of any future Georgia nonprofit corporation law); provided, however, that no amendment may be made which would cause that corporation to no longer be qualified as an exempt political organization within the meaning of Section 527(e)(1) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 13th day of September, 2020.



Jeremy Berry, Incorporator



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: 9/13/2020 8:44:11 PM

TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION

Primary Email Address: **jberry@cglawfirm.com**

1. Entity Type (check one only) Profit Corporation Nonprofit Corporation Professional Corporation

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

Georgia Safe And Strong, Inc.

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

2. **Jeremy Berry**

Name of Person Filing Articles of Incorporation

3127 Maple Deive

Address

Atlanta

City

GA

State

30305

Zip Code

3. **922 Highway 81 East , Unit 226**

Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

McDonough

City

GA

State

30252

Zip Code

4. **Jeremy Berry**

Name of Registered Agent in Georgia

3127 Maple Avenue

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

Atlanta

City

Fulton

County

GA

State

30305

Zip Code

jberry@cglawfirm.com

Registered Agent's Email Address

5. Name and Address of Each Incorporator

Jeremy Berry

Incorporator

3127 Maple Drive

Address

Atlanta

City

GA

State

30305

Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a 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 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.

Jeremy Berry

Signature of Authorized Person