

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

TWELVE TOMORROW, INC.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **03/23/2021** 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 **04/14/2021**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF INCORPORATION
OF
TWELVE TOMORROW, INC.

(A Georgia Nonprofit Corporation)

As Adopted by the Board of Directors on March 12, 2021

ARTICLE I

The name of the corporation is "Twelve Tomorrow, Inc." (the "Corporation").

ARTICLE II

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

A. *Purpose.* The Corporation is a nonprofit corporation organized, and at all times to be operated, exclusively to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (referred to herein as the "Code"), including, but not limited to: engaging directly in activities to promote social welfare; acquiring, establishing, retaining and maintaining a fund or funds to be held, invested and used exclusively to promote social welfare; and engaging in any lawful acts or activities related to the foregoing that are consistent with the provisions of section 501(c)(4) of the Code. The Corporation may engage in the United States in any lawful act or activity related to the foregoing purposes, as determined from time to time by the Board of Directors.

B. *Limitation of Non-Qualifying Activities.* The Corporation is not organized and shall not be operated for pecuniary gain or profit within the meaning of section 501(c)(4) of the Code. No part of the property or net earnings of the Corporation will inure to the benefit of any individual, except that reasonable compensation for services actually rendered by an individual and payments and distributions in furtherance of the purposes set forth in this Article IV may be provided pursuant to the Bylaws of the Corporation. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(4) of the Code. Therefore, notwithstanding any other provision in these

Articles, the Corporation shall never 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 sections 501(a) and 501(c)(4) of the Code.

C. Limitation on Excess Benefit Transactions. The Corporation shall not engage in any “excess benefit transaction” (as defined for purposes of section 4958 of the Code) or any other activities which would subject it to tax under section 4958 of the Code.

ARTICLE V

Except as otherwise provided in these Articles or in the Bylaws of the Corporation, the Corporation will have all of the powers conferred upon nonprofit corporations under the Georgia Nonprofit Corporation Code, to be exercised solely in furtherance of the purposes described in Article IV. The Corporation will have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property and subject to any conditions consistent with the Corporation’s status as an organization described in section 501(c)(4) of the Code, so long as the testator or donor has not specified any purpose for any such gift or contribution that is inconsistent with the objectives and purposes of the Corporation.

ARTICLE VI

In the event of the dissolution of the Corporation, which may be authorized by the affirmative vote of at least a majority of the Directors of the Corporation then in office, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation will be distributed, or its assets will be sold and the proceeds distributed, in a manner that is consistent with the Corporation’s objectives and purposes, which will be determined by the Board of Directors.

ARTICLE VII

The Corporation shall not be authorized to issue any capital stock and shall have no capital stock.

ARTICLE VIII

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) individuals. The exact number and the method of election of the members of the Board of Directors as well as any qualifications 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, except that the number of the members of the initial Board of Directors is fixed by Article IX of these Articles of Incorporation.

ARTICLE IX

The initial Board of Directors of the Corporation shall consist of five (5) individuals, who shall serve terms as provided in the Bylaws of the Corporation, and whose names and addresses are as follows:

Jim Sheppard, Chair	639 Airport Road Sylvania, GA 30467 Screven County
Briana Hayes, Co-Chair	858 Golf Road Baxley, GA 31513 Appling County
Heidi Altman, Secretary	P.O. Box 28 Pulaski, GA 30451 Candler County
Jessica Orvis, Treasurer	PO Box 2454 Statesboro, GA 30459 Bulloch County
Traci George, Membership Councilor	3014 Galahad Way Augusta, GA 30909 Richmond County

ARTICLE X

The liability of the Directors, officers, employees and agents of the Corporation for monetary damages for any action taken as a Director, officer, employee or agent is eliminated to the fullest extent permitted by the laws of the United States and the Georgia Nonprofit Corporation Code or any successor law or laws; provided, however, that no Director, officer, employee or agent shall be entitled to indemnification when prohibited by the Bylaws of the Corporation.

ARTICLE XI

The address of the initial registered office of the Corporation is 639 Airport Road, Sylvania, GA 30467, Screven County, and the initial registered agent of the Corporation at such address is Jim Sheppard.

ARTICLE XII

The address of the principal office of the Corporation is P.O. Box 2454, Statesboro, GA 30459, Bulloch County.

ARTICLE XIII

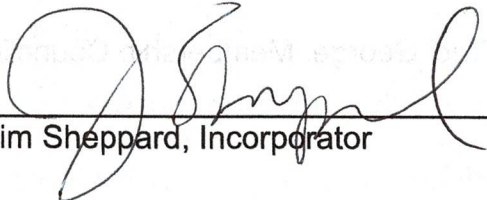
The name and address of the Incorporator are:

Jim Sheppard
639 Airport Road
Sylvania, GA 30467
Screven County

ARTICLE XIV

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of not less than two-thirds of the Directors of the Corporation then in office. No amendment may be made which would cause the Corporation to no longer be qualified as an exempt organization described in section 501(c)(4) of the Code.

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



Jim Sheppard, 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

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SECRETARY OF STATE
INTAKE DIVISION

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TRANSMITTAL INFORMATION FORM
GEORGIA CORPORATION

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

Primary Email Address: sheppardjim1@gmail.com

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

- 1. Corporation Type (check one only): Profit Nonprofit Professional Benefit

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

Twelve Tomorrow, Inc.

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

- 2. Jim Sheppard

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

639 Airport Road

Sylvania

GA

30467

Address

City

State

Zip Code

sheppardjim1@gmail.com

Filer's Email Address

Telephone Number

- 3. Jim Sheppard

Name* of Registered Agent in Georgia

639 Airport Road

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

Sylvania

Screven

GA

30467

City

County

State

Zip Code

sheppardjim1@gmail.com

Registered Agent's Email Address

- 4. Initial Annual Registration: A Georgia corporation incorporated between January 1 - October 1 must file its initial annual registration with the Secretary of State within 90 days after the day its articles of incorporation are filed with the Secretary of State; a Georgia corporation incorporated between October 2 - December 31 must file its initial annual registration with the Secretary of State between January 1 and April 1 of the year next succeeding the calendar year of its incorporation.

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

- (1) This Transmittal Information Form;
(2) The Articles of Incorporation; and
(3) Filing fee of \$110.00 (\$100 filing fee + \$10 paper filing service charge) 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.

Signature of Authorized Person

Jim Sheppard

Print Name*

3/17/2021

Date

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.