

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 9014495 DN
COUNTY : FULTON
DATE INCORPORATED : AUGUST 3, 1990
EXAMINER : TRISH MCALISTER
TELEPHONE : 404-656-2784

REQUESTED BY:

EVELYN JOSHUA
1112 PONCE DE LEON AVENUE
ATLANTA, GEORGIA 30306

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that

"THE MASTER'S PLACE, INC."

has been duly incorporated under the laws of the State of Georgia on the date set forth above, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: AUGUST 3, 1990

FORM A1 (JULY 1989)

Max Cleland

MAX CLELAND
SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222

98 041

198 0000

ARTICLES OF INCORPORATION
THE MASTER'S HOUSE, INC.

I.

The name of the Corporation is:
The Master's ^{Place} House, Inc.

II.

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

III.

The Corporation shall have perpetual duration

IV.

The Corporation is organized exclusively for charitable and religious service purposes within the meaning of Section 501(c) (3) of The Internal Revenue Service Code of 1986, as amended, and, in particular, for the following purposes:

To operate a shelter for people who have been rendered hopeless and to help them find hope.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

IN FURTHERANCE OF AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a nonprofit corporation organized under the Georgia Nonprofit Corporation Code may now or hereafter lawfully do, the

Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Nonprofit Corporation Code or under any act amendatory therefore, supplemental thereto or substituted therefor.

The foregoing provisions of this Article IV shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article IV, not be limited or restricted by reference to, or inference from, the terms of any provision of any other Article of these Articles of Incorporation.

Notwithstanding any other provisions of these Articles, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of

1986, as amended or any other corresponding provision of any future United States Internal Revenue Law.

V.

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article V 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 not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derives an improper personal benefit. Neither the amendment nor repeal of this Article V, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article V, shall eliminate or reduce the effect of this Article V in respect of any act of failure to act, or any cause of action, suit or claim that, but for this Article V, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Nonprofit Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Nonprofit Corporation Code.

VI.

The affairs of the Corporation shall be managed by a Board of Directors who shall be elected and serve as provided in the Bylaws of this Corporation.

VII.

The initial registered office of the Corporation shall be at 1112 Ponce de Leon Avenue, Atlanta, Fulton County, Georgia 30306. The initial registered agent of the Corporation shall be Evelyn Joshua.

VIII.

The initial Board of Directors shall consist of three (3) members who shall be as follows:

Evelyn Joshua
1112 Ponce de Leon Avenue
Atlanta, Georgia 30306

Michael Joshua
1112 Ponce de Leon Avenue
Atlanta, Georgia 30306

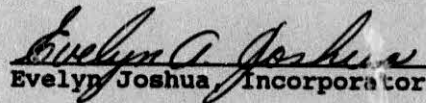
John Stone
1112 Ponce de Leon Avenue
Atlanta, Georgia 30306

IX.

The name and address of the incorporator is:

Evelyn Joshua
1112 Ponce de Leon Avenue
Atlanta, Georgia 30306

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


Evelyn Joshua, Incorporator

RECORDED
AUG 3 11 43 AM '99
SECRETARY OF STATE

CERTIFICATE OF INCORPORATOR

Place
The undersigned, being the Incorporator of The Master's House, Inc., certifies that, *Place* prior to the filing of the Articles of Incorporation of The Master's House, Inc., a request for publication of a notice of intent to file the Articles of Incorporation and payment therefor was mailed or delivered to the Fulton County Daily Report as required by §14-3-132 of the Georgia Nonprofit Corporation Code.

This 3 day of 8, 1990.

Evelyn Joshua

Evelyn Joshua, Incorporator of The Master's House, Inc.
Place

August 3, 1990

Secretary of State
Corporations Department
Room 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Dear Sir:

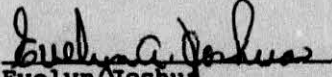
An original and one copy of the Articles of Incorporation for The Master's House, Inc. are hereby delivered to you for filing, together with the following items required by O.C.G.A. §14-3-5:

1. A check payable to the Secretary of State in the amount of \$60.00;
2. A certificate from the Incorporator certifying that the required notice for publication was delivered to the newspaper prior to the filing of these Articles of Incorporation; and
3. Form A100, Data Entry Form.

It is respectfully requested that a Certificate of Incorporation be issued and that such Certificate, together with one copy of the Articles of Incorporation, be returned to the undersigned at the following address:

Evelyn Joshua
1112 Ponce de Leon Avenue
Atlanta, Georgia 30306

Sincerely,


Evelyn Joshua

WPFISM67:1
Enclosures

EXPEDITE REQUEST

REASON FOR EXPEDITE:

There has been an
delay in preparing these papers

DOCUMENTS BEING EXPEDITED:

To Incorporate,
The Master's ^{Place} House, Inc.

NAME : Evelyn Joshua

ADDRESS : 1112 Ponce De Leon
Atlanta, Ga. 30306

TELEPHONE: 404 - 881-1734

AMOUNT ENCLOSED : \$50.00

SIGNATURE : Evelyn Joshua

DATE : 8/3/90

RECEIVED
EL PASO TEXAS



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. Filing Date: 8/3/90 Code: DN Docket Number: 90216382, 384 (W)
Assigned Exam: 69 Amount: \$ _____ By: _____
Charter Number: 9014495 Completed: JM

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

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

II. Corporate Name: The Master's Place, Inc.
Mailing Address: 1112 Ponce de Leon Avenue
City: Atlanta County: Fulton State: Georgia Zip Code: 30306

III. Fees Submitted By: Evelyn Joshua Check Number: x1652
Amount Enclosed: \$ 60.00

IV. Incorporator: Evelyn Joshua
Address: 1112 Ponce de Leon Avenue
City: Atlanta State: Georgia Zip Code: 30306

V. Registered Agent/Office: Evelyn Joshua
Address: 1112 Ponce de Leon Avenue
City: Atlanta County: Fulton State: Georgia Zip Code: 30306

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST

	Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation	X	
2. Corporate name verification number	N/A	
3. Authorized shares stated	X	
4. Incorporator's signature	X	
5. Post effective date, if applicable	X	
6. Number of pages attached:	N/A	

VII. Applicant/Attorney: Evelyn Joshua Telephone: (404) 881-4734
Address: 1112 Ponce de Leon Avenue
City: Atlanta State: Georgia Zip Code: 30306

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00).
Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a
notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper,
as required by law.

Signed: Evelyn A. Joshua

Date: 8/3/90

98 041

199 0009



CERTIFICATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE MASTER'S PLACE, INC.

THIS DOCUMENT RECEIVED
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE

BY: D. Hyde

DATE: September 10, 1990

TRANSACTION # 90253129

CHARTER # 9014495

I.

The name of the corporation is The Master's Place, Inc.

II.

Effective the date hereof, the Articles of Incorporation of The Master's Place, Inc. are amended to read as follows:

"X.

Upon the dissolution of the Corporation, assets of the Corporation then remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the senior judge of the superior court, of the county in which the principal office of the Corporation is then located, exclusively for such purposes."

III.

This Amendment was duly approved by the Board of Directors on this 9th day of September, 1990, in accordance with the provisions of Section 14-3-151 of the Georgia Non-Profit Corporation Code. There are no members of this Corporation. On the date of the adoption of the Amendment by all of the Board of Directors of the Corporation, there were three (3) members of the Board of Directors entitled to vote, and the Amendment was approved by the affirmative vote of all three (3) of the Board of Directors.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 9th day of September, 1990.

Attest:

THE MASTER'S PLACE, INC.

By: Evelyn G. Joshua
Evelyn Joshua, Secretary

By: Michael Joshua
Michael Joshua, President

[CORPORATE SEAL]

SEP 10 10 23 AM '90
SECRETARY OF STATE

9014495

EXPEDITE REQUEST

8/3/90

20.00 AM 90753129
50.00 ~~EX~~ 132

REASON FOR EXPEDITE:

To days date is the
deadline for us to give this
Info. to the I.R.S.

DOCUMENTS BEING EXPEDITED:

Articles of Amendment To The
Articles of Incorporation of
The Master's Place, Inc.

NAME : Evelyn Joshua

ADDRESS : 1112 Ponce De Leon
Atlanta, Ga. 30306

TELEPHONE: 404-881-1734

AMOUNT ENCLOSED : \$70.00

SIGNATURE : Evelyn A. Joshua

DATE : 9, 10, 90

SEP 10 10 13 AM '90
SECRETARY OF STATE

