

ARTICLES OF INCORPORATION
OF
DECATUR LEGACY PROJECT, INC.
A GEORGIA NONPROFIT CORPORATION

ARTICLE ONE

Name

The name of the Corporation is Decatur Legacy Project, Inc. This Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE TWO

Principal Address

The principal address of the Corporation is 509 N. McDonough Street, Decatur, Georgia 30030.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Secretary of State.

ARTICLE FOUR

Purpose

The purpose for which the Corporation is organized is to support and sustain charitable and benevolent projects that contribute to the unique character and sense of community of the City of Decatur, Georgia. The projects within the City of Decatur that the Corporation will support and sustain include, but are not necessarily limited to, MLK Service Project, Season of Giving Project, Senior Village Program, Friends of Decatur Cemetery, Greenway Path Program, Community Garden Support, Public Art in the City of Decatur, Decatur Youth Fund and City of Decatur Historic Preservation projects to honor Decatur's 200th birthday in 2023 and for other historic preservation projects.

ARTICLE FIVE

Directors

The initial Board of Directors shall be constituted of the following persons: Hugh Saxon, Peggy Merriss and Lyn Menne. The manner in which the Directors of the Corporation are to be elected or appointed is to be specified in the Bylaws of the Corporation.

ARTICLE SIX

Registered Office and Agents

The initial registered office of the Corporation is located at Two Decatur TownCenter, 125 Clairemont Avenue, Suite 420, Decatur, DeKalb County, Georgia 30030. The name of the initial registered agent of the Corporation at that address is Debra A. Golymbieski, Esq.

ARTICLE SEVEN

Incorporators

The name and address of the incorporator is as follows:

Lyn Menne
P.O. Box 220
Decatur, GA 30031

ARTICLE EIGHT

Members

The Corporation will not have members.

ARTICLE NINE

Corporate Income

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of the net earnings shall inure to the benefit of or be distributable to any director or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized.

No substantial part of the activities of the Corporation shall consist of attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE TEN

Indemnification of Corporate Agents

The Corporation shall indemnify directors, officers, employees and agents of the Corporation to the fullest extent permitted by the Georgia Nonprofit Corporation Code or any successor statute. Liability of all directors of the Corporation to the Corporation for monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by 14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or any successor statute.

ARTICLE ELEVEN

Distribution of Assets on Liquidation

In the event of dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the County in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, I have subscribed my name on this 27th day of

March, 2014.


Lyn Menna, Incorporator

RECEIVED

APR 04 2014

SECRETARY OF STATE



OFFICE OF SECRETARY OF STATE
 CORPORATIONS DIVISION
 237 Coliseum Drive
 Macon, Georgia 31217-3858
 (404) 656-2817
 sos.georgia.gov/corporations

Brian P. Kemp
 Secretary of State

**TRANSMITTAL INFORMATION
 GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: debrag@wmdlegal.com

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

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

Decatur Legacy Project, Inc.

Corporate Name (List exactly as it appears in articles)

2. Debra A. Golymbieski, Esq. 404-377-3638
 Name of person filing articles (Certificate will be mailed to this person at address below.) Telephone Number

125 Clairemont Avenue, Suite 420

Address

<u>Decatur</u>	<u>GA</u>	<u>30030</u>
City	State	Zip Code

3. 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. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Signature of Authorized Person: *Debra Golymbieski* Date: 4-2-14

Print Name: Debra A. Golymbieski, Esq.

Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations