

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9308890
EFFECTIVE DATE: 04/12/1993
COUNTY : BIBB
REFERENCE : 0077
PRINT DATE : 04/19/1993
FORM NUMBER : 311

ALBERT P. REICHERT, JR.
P.O. BOX 6497
MACON GA 31208-6497

CERTIFICATE OF INCORPORATION

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

COMMUNITY FOUNDATION, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above 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 the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF INCORPORATION
OF
COMMUNITY FOUNDATION, INC.

These Articles of Incorporation of Community Foundation, Inc. are signed by the incorporators to form a Georgia charitable corporation.

1.

Name

The name of the Corporation is Community Foundation, Inc.

2.

Purpose

The purpose of the Foundation is exclusively charitable.

Specifically, the purpose of the Foundation is to be a publicly supported community foundation to serve the charitable needs of Central Georgia. To this end, the Foundation will seek to attract capital or endowment gifts and bequests from a wide range of potential donors in Central Georgia.

Also to this end, the Foundation shall have a governing body comprised of persons representing a cross section of the public interests of Central Georgia so that it can be responsive to those interests.

3.

Intent

It is intended that the Foundation shall be an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation as defined in Section 509 of the Code. These

Articles and the Bylaws shall be construed to carry out this intent.

The Foundation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Foundation and no part of its net earnings shall inure to the benefit of or be distributable to any director or other private individual, but the Foundation may pay reasonable compensation for services rendered and may make distributions to carry out its charitable purposes.

The Foundation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3). The Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) or by a corporation, contributions to which are deductible under Section 170(c)(2).

4.

Registered Office and Agent

The Foundation's initial registered office is in Bibb County, Georgia, at Belk-Matthews Co., Macon Mall, 3661 Eisenhower Parkway, Macon, Georgia 31298. The initial registered agent of

the Foundation at that office is William M. Matthews.

5.

Incorporators

The names and addresses of incorporators are as follows:

Mr. Charles F. Heard
Northwestern Mutual Life Insurance Company
915 Hill Park
Macon, GA 31201

Ms. Juanita T. Jordan
The Peyton Anderson Foundation
1408 Charter Medical Building
Macon, GA 31201

Mr. William M. Matthews
Belk-Matthews Company
Macon Mall
3661 Eisenhower Parkway
Macon, GA 31298

Mr. J. Alan Neal
Trust Company Bank of Middle Georgia, N.A.
P. O. Box 4248
Macon, GA 31208

Mr. Edmund E. Olson
The Macon Telegraph
P. O. Box 4167
Macon, GA 31213

Mr. Albert P. Reichert, Jr.
Anderson, Walker & Reichert
P. O. Box 6497
Macon, GA 31208-6497

Mr. John F. Rogers, Jr.
280 Country Club Road
Macon, GA 31210

Mr. H. Ronald Watson
United Way of Central Georgia, Inc.
200 Cherry Street, Suite 200
Macon, GA 31201.

ANDERSON, WALKER & REICHERT
P.O. 6497
Macon, GA 31208-6497
(912) 743-8651

6.

No Members

The Foundation will not have members.

7.

Principal Office

The mailing address of the initial principal office of the Foundation is P. O. Box 11007, Macon, GA 31298.

8.

Georgia Nonprofit Corporation

The Foundation is organized pursuant to the Georgia Nonprofit Corporation Code.

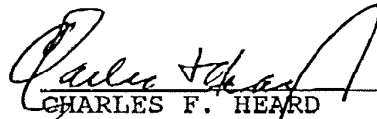
9.

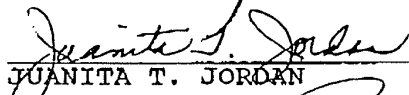
Dissolution


If the Foundation dissolves, the Board of Directors shall pay or make provision for the payment of all its liabilities and shall distribute the remaining assets exclusively for charitable purposes. The Board may distribute directly for charitable purposes or may distribute to one or more charitable organizations, which at that time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and as other than a private foundation under Section 509(a) of the Code. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Foundation is then located, exclusively for such charitable

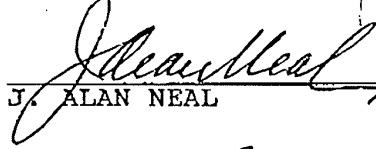
purposes or to such one or more 501(c)(3) organizations as the court shall select.

IN WITNESS WHEREOF, the incorporators have signed these Articles of Incorporation this 8th day of April, 1993.


 (SEAL)
CHARLES F. HEARD

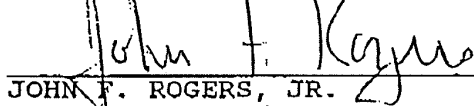
 (SEAL)
JUANITA T. JORDAN


 (SEAL)
WILLIAM M. MATTHEWS

 (SEAL)
J. ALAN NEAL

 (SEAL)
EDMUND E. OLSON

 (SEAL)
ALBERT P. REICHERT, JR.

 (SEAL)
JOHN F. ROGERS, JR.

 (SEAL)
H. RONALD WATSON

SECRETARY OF STATE
APR 12 2 24 PM '93
BST (57)

ANDERSON, WALKER & REICHERT
P.O. BOX 6497
MARIETTA, GA 30128-6497
(912) 743-8651

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 930820011
EFFECTIVE DATE : 03/23/1993
EXPIRATION DATE : 06/21/1993
LICENSE NO. : N/A
CONSENT ON FILE : N/A
PRINT DATE : 03/23/1993
FORM NUMBER : 506

ALAN REICHERT
P.O. BOX 6497
MACON GA 31208-6497

NAME RESERVATION CERTIFICATE

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

COMMUNITY FOUNDATION, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership or professional association on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations or limited partnerships. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership or professional association.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Max Cleland

MAX CLELAND
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