

BROOKHAVEN FIELDS CIVIC ASSOCIATION, INC

(BFCA)

ARTICLES OF INCORPORATION

The Articles of Incorporation of Brookhaven Fields Civic Association, Inc. are as follows:

- I.** The name of the corporation is Brookhaven Fields Civic Association, Inc.
- II.** The corporation is organized pursuant to the provisions the Georgia Nonprofit Corporation Code.
- III.** The corporation shall have perpetual duration
- IV.** The corporation is organized for the following purposes:
 - (a)** The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational with the meaning of Section 501(c3) of the Internal Revenue Code of 1954 or the corresponding provision any future United States Revenue law.
 - (b)** To receive and administer funds and property, and to apply the income and principal thereof, either in whole or in part, as the Board of Directors may from time to time determine, directly for exclusively charitable, educational, scientific, literary or religious purposes or indirectly throughout contributions to charitable organizations term "charitable organization" as used in this Certificate of Incorporation shall include only a corporation or foundation organized and operated exclusively for charitable, educational, scientific, literary or religious purposes; no part of the net earnings of which inures to the benefit of any member or individual, and no substantial part of the activities of which is carrying or propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in including the publishing or distributing of statements , political campaigns on behalf of any candidate for public office.
 - (c)** To acquire, take and hold, by grant, bequest, devise, gift, purchase, exchange or lease, either absolutely or in trust, for or in connection with any of its objects and purposes, any property, real, personal or mixed; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for any of the Corporation's purposes, and in, administering the same, to carry out directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which the property is received.

(d) To borrow money, sell, mortgage, exchange, lease, convey, transfer, or otherwise dispose of any of its property; to receive, take title to, hold and use the proceeds and income of stocks, bond, obligations, or other securities of any corporation or corporations, domestic or foreign; to enter into, make, perform and carry out contracts of every kind, with any person, firm, association or corporation, and to do any acts necessary or expedient for carrying on any or all objects and purposes of the Corporation not forbidden by this Certificate of Incorporation, or by its By-Laws, or by the laws of the State of Georgia.

(e) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

V. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal laws. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal laws

VI. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual, nor shall the Corporation carry on propaganda or otherwise attempt to influence legislation, nor shall it participate in, or intervene in including the publishing or distributing of statements, any political campaign on behalf any candidate for public office, nor shall it make any distribution, engage in any activity or enter into any transaction or whatever character, the effect whereof, under applicable Federal laws then in force, will cause the Corporation to lose its status as an organization exempt from Federal income taxes or as organization contributions to which are deductible in computing the net income of the contributor for Federal income tax purposes.

VII. No member, trustee, officer or employee of the Corporation or any other person shall receive or be entitled to receive under any circumstances any pecuniary profit or benefit from the operations or liquidation thereof, except as reasonable compensation for services rendered in effecting or more of the objects or purposes of the Corporation Under any dissolution of the Corporation, or if there should take place any partial or entire liquidation of its property assets, none of such property and assets shall go to any member, director, officer or donor of the Corporation, but of its property and assets (both principal and income) remaining after payment of its liabilities shall be applied in the manner provided in Article IV of this Certificate of Incorporation, and in such amounts and proportions as the Board of Directors, in its discretion, may see fit. Any of such assets not so disposed of shall be disposed of by the Superior Court of county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated for such purposes. There shall be no power in the

members of the Corporation to amend this Certificate of Incorporation to give to any member, director, officer or donor any right in any way to share in such property and assets. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c) 2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

- VIII.** The Corporation shall have no capital stock. members shall consist of all incorporators of the Its Corporation, and all other natural persons elected to membership in such manner as the By-Laws may provide Membership in this Corporation shall not be transferable
- IX.** Subject to the limitation expressly set forth herein, amendments of this Certificate of Incorporation may be adopted at any general or special meeting of the members by a vote of two-thirds of the members of the Corporation present in person or by proxy at such meeting.
- X.** The initial registered office of the Corporation and the name of the Agent therein and in charge thereof, upon whom process against the Corporation may be served, is Richard M. Piazza, 1443 Cartecay Drive, Atlanta, Georgia, 30319.
- XI.** The number of Directors of the Corporation shall be as determined from time to time by the By-Laws, but shall not be less than three (3). The initial Board of Directors shall consist of nine (9) members.
- XII.** The names and addresses of the initial Board of Directors selected for the first year of the existence of the Corporation are as follows:

(Names removed for privacy issues by the web master)

- XIII.** The name and address of the incorporator is

IN WITNESS WHEREOF, the incorporator has caused his/her name and seal to be placed hereon this _____ day of _____, 1990.