

Articles of Incorporation
of the
Georgia Gourd Society, Inc

Executed 11 November 2005
Georgia Secretary of State

One Amendment attached
Name correction
15 December 2005

ARTICLES OF INCORPORATION
OF
THE GEORGIA GUARD SOCIETY, INC.

I

The name of the nonprofit corporation is The Georgia Guard Society, Inc. (the "Corporation").

II

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

III

The street address of the registered office is Trusted Counsel, LLC, 600 West Peachtree Street, Suite 1910, Atlanta, County of Fulton, Georgia 30308. The initial registered agent of the Corporation at such address shall be Evelyn A. Ashley, Esq.

IV

The name and address of the incorporator is Evelyn A. Ashley, Esq., Trusted Counsel, LLC, 600 West Peachtree Street, Suite 1910, Atlanta, County of Fulton, Georgia 30308.

V

The principal mailing address of the Corporation is 2561 Peregrine Trail, Suwanee, GA 30024.

VI

The Corporation shall have perpetual duration.

VII

The Corporation shall initially have no members unless the Board of Directors elects to have members, the eligibility of which shall be as set forth in the Bylaws.

VIII

The Corporation shall have no shareholders, and no share certificates shall be issued by the Corporation.

IX

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent Federal tax law, and not for any other purposes. The principal purpose of the Corporation is to promote the horticulture, crafting, and appreciation of hard shelled gourds (Lagenaria). The Corporation may conduct such activities that, in the judgment of its Board of Directors, most effectively will serve its "exempt purposes" under § 501(c)(3) of the Code. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all acts as are necessary or conducive to the attainment of any of the objects and purposes hereinbefore set forth, to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of these Articles or any provisions of applicable State law to the contrary, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "IRC"), as amended, or the corresponding provision of any subsequent Federal tax law, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax law. The Corporation shall be authorized to solicit, receive, and administer funds for the above purposes, but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated. The Corporation shall require that its income be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the IRC. The Corporation shall not be permitted to engage in any act of self-dealing (as defined in Section 4941(d) of the IRC), retain any excess business holdings (as defined in Section 4943(c) of the IRC), make any investments in such manner as to make the Corporation subject to tax under Section 4944 of the IRC, or make any taxable expenditures (as defined in Section 4945(d) of the IRC). The funds of the Corporation shall not be restricted in use to people of any race, color, sex, national origin, religion, marital status, disability, sexual orientation, veteran status or creed, but such funds shall be administered on a nondiscriminatory basis.

X

The Corporation shall not be operated for profit. The activities that the Corporation may conduct, primarily in furtherance of its exempt purposes, shall be substantially limited to, the following:

- (a) providing exhibition, charitable and educational activities to its members, gourd growers, artists, crafters, business people and the public in general through community support and education;
- (b) holding seminars and arts and crafts shows and exhibitions to anyone interested in learning about the use of gourds - cultural, utilitarian and historical - and about the variety of crafts that can be enjoyed and artistry that can be attained;

(c) engaging in fund raising activities to raise funds for its exempt purposes and receiving from individuals, firms, associations, corporations, trusts, foundations, or governments or governmental subdivisions, units or agencies, by deed, gift, grant, purchase, tangible or intangible, real or personal, and holding, administering, managing, investing, reinvesting, expending and disbursing the principal and income thereof solely for the Corporation's exempt purposes; and

(d) performing all other acts necessary or incidental to the foregoing and to doing whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the exempt purposes of the Corporation; including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Code.

XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively in accordance with the purposes of the organization, or shall distribute such assets to one or more organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be distributed as directed by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations which are operated exclusively for charitable, educational, religious, or scientific purposes and are qualified as an exempt organization or organizations for the purposes of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as said court shall determine.

XII

No part of the assets or net earnings of the Corporation, and no activity of the Corporation, will inure to the benefit of any individual or entity other than for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law)."

XIII

The liability of a director of the Corporation to the Corporation for monetary damages for breach of duty of care or other duty as a director shall be limited to the fullest extent permitted under the Georgia Nonprofit Corporation Code, as amended ("Code"), including, but not limited to, the provisions of Section 14-3-202(b)(4) of the Code, as amended.

XIV

In discharging their duties and in determining what is believed to be in the best interests of the Corporation, the directors of the Corporation may consider all factors that such directors consider pertinent to the fullest extent permitted under the Code, including, but not limited to, the provisions of Section 14-3-830(2), as amended.

XV

A majority of the incorporators or initial directors of a corporation that has not admitted members entitled to vote on dissolution, has not commenced activities, and has no net assets may dissolve the corporation by delivering to the Secretary of State for filing Articles of Dissolution.


XVI

The Corporation shall indemnify its officers, directors, employees and agents and shall have the power to purchase and maintain liability insurance on their behalf to the fullest extent provided in O.C.G.A. Section 14-3-850 to 859 inclusive, subject to the provisions set forth in the Corporation's Bylaws.

XVII

Any action to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting by all members of the board if a written consent or consents, setting forth the action so taken, shall be signed by no fewer than the required number of directors, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records reflecting the action so taken.

IN WITNESS WHEREOF, these Articles of Incorporation are executed this 18th day of November, 2005.



Evelyn A. Ashley, Incorporator

SECRETARY OF STATE
2005 NOV 18 P 1:52
CORPORATIONS DIVISION

SECRETARY OF STATE
2005 DEC 13 P 4:41
CORPORATIONS DIVISION

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 053490009
CONTROL NUMBER: 0578152
EFFECTIVE DATE: 11/29/2005
REFERENCE : 0070
PRINT DATE : 12/15/2005
FORM NUMBER : 612

TRUSTED COUNSEL
DIONNE L. LOCKEY
600 W. PEACHTREE ST., STE. 1910
ATLANTA, GA 30308

CERTIFICATE OF CORRECTION OF NAME

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

THE GEORGIA GUARD SOCIETY, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of correction in the Office of the Secretary of State changing its name to

THE GEORGIA GOURD SOCIETY, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of correction.

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



Cathy Cox
Secretary of State

**ARTICLES OF CORRECTION
OF
THE GEORGIA GUARD SOCIETY, INC.**

Pursuant to the provisions of §14-2-124 of the Georgia Business Corporation Code, the undersigned corporation executes the following Articles of Correction:

1. The Articles of Incorporation attached hereto as *Exhibit A* were filed by the Secretary of State of the State of Georgia on November 18, 2005 and such document requires correction.

2. The incorrect statement in said document and the reason it is incorrect is as follows:

The Articles of Incorporation are amended by the deletion of the existing Article I, and by substituting the following therefor:

“1

The name of the nonprofit corporation is **The Georgia Guard Society, Inc.** (the Corporation).”

[The word “Guard” in this statement is incorrect and should, therefore, be replaced with the word “Gourd” as shown in the paragraph below.]

3. The foregoing incorrect statement in the document is corrected to read as follows:

“1

The name of the corporation is **The Georgia Gourd Society, Inc.** (the Corporation).”

IN WITNESS WHEREOF, the undersigned incorporator of the corporation has caused these Articles of Correction to be executed on this 29th day of November, 2005.

2005 DEC 13 P 4:41
SECRETARY OF STATE



Evelyn A. Ashley, Esq., Incorporator

SECRETARY OF STATE
2005 NOV 29 P 3:45
CORPORATIONS DIVISION



Trusted Counsel
AN LLC

December 13, 2005

Fulton County Daily
190 Pryor Street
Atlanta, Georgia 30303

ATTN: Legal Dept.

*Re: Request for Publication of Notice of Intent to File Articles of Correction
for THE GEORGIA GOURD SOCIETY, INC.*

To Whom It May Concern:

On behalf of *THE GEORGIA GOURD SOCIETY, INC.*, we respectfully request that you publish once a week for two consecutive weeks commencing within ten (10) days of your receipt of this letter, a notice in the following form:

"NOTICE OF FILING ARTICLES OF CORRECTION

Notice is given that articles of correction to change the name of *THE GEORGIA GAURD SOCIETY, INC.* to *THE GEORGIA GOURD SOCIETY, INC.* have been delivered to the Secretary of State for filing in accordance with the Georgia Nonprofit Corporation Code. The initial registered office of the corporation is located at Trusted Counsel, LLC, 600 West Peachtree Street, Suite 1910, Atlanta, County of Fulton, Georgia 30308, and its initial registered agent at such address is Evelyn A. Ashley."

Enclosed is a check in the amount of \$40.00 in payment of the cost of publishing this notice. After publication, please send copies of the notice along with publisher's affidavits to my attention at the address listed below.

Very truly yours,

TRUSTED COUNSEL (ASHLEY) LLC

Dionne L. Luckey

One Georgia Corporate Paralegal

600 West Peachtree Street, NE

Suite 1910

Atlanta, Georgia 30308

Phone: 404.898.2909

Fax: 404.898.2901

www.trustedcounsel.com

Enclosures