

**ARTICLES OF INCORPORATION  
OF  
[COMMUNITY ARTS AGENCY, INC.]**

I.

The name of the corporation is "[COMMUNITY ARTS AGENCY, INC.]" This corporation shall be a non-profit corporation organized and operated under the Georgia Non-Profit Corporation Code.

II.

The term for which this corporation shall have existence shall be perpetual.

III.

The corporation will [will not] have members. The qualifications, rights, limitations, obligations, terms and benefits of the members of this corporation shall be as set forth in the Bylaws of the corporation.

IV.

Said corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); provide charitable services to the general public and to carry on any lawful business activities allowed by nonprofit corporations in the State of Georgia, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code.

V.

The affairs of the corporation shall be managed by a Board of Directors. The method of election and terms of Directors shall be as determined by the Bylaws of the corporation.

VI.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the

activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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).

## VII.

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 tax laws.

## VIII.

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 tax laws.

## IX.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (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 of shall be disposed of by the Superior Court of [Your County], exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## X.

Except as limited and prescribed by the specific provisions of these Articles, this corporation shall exercise all powers which now or hereafter may be conferred by law upon a non-profit corporation organized for the purposes hereinabove set forth, including the power to enter into any contract of guaranty, suretyship, or endorsement where the corporation guaranteeing has no direct interest in the subject matter of the contract guaranteed as well as the power to make any purely accommodation guaranty, endorsement or contract or suretyship.

## XI.

This corporation shall have the power to indemnify its officers, directors, employees and agents, and volunteers and to purchase and maintain liability insurance on their behalf, to the extent provided in and subject to limitations of the Georgia Non-Profit Corporation Code. Directors of the corporation shall be immune from liability to the corporation, its directors or employees, or its members to the fullest extent permitted by law.

No Director of the corporation shall be liable to the corporation for monetary damages for any action taken, or any failure to take any action, as a director, except liability (i) for any appropriation, in violation of director's duties, of any business opportunity of the corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of the law; (iii) of the type set forth in Sections 14-3-860 to 14-3-864 of the Georgia Nonprofit Corporation Code; or (iv) for any transaction from which the director received an improper personal benefit. If the Georgia Nonprofit Corporation Code is amended after the effective date of these Articles to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## XII.

This Corporation shall not have nor issue stock.

## XIII.

This corporation shall have power to receive and accept donations, in money or in property, either without restriction, or restricted to such purposes as the donor

may provide, provided such purpose is within the purpose of this corporation, and any such restricted donations shall be used for the purposes to which restricted. Any such donation or contribution may be designated as a memorial and, in such case, the Directors shall designate an appropriate memorial.

XIV.

The initial registered office and mailing address of this corporation shall be at [Street-City-State-Zip]. The initial Registered Agent at the address shall be [Name of Registered Agent].

XV.

The name and address of the Incorporator is:

[Name of Incorporator]  
[Street Address]  
[City-State-Zip]

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

This the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Incorporator