

THE LAWRENCEVILLE COOPERATIVE MINISTRY, INC.

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be The Lawrenceville Cooperative Ministry, Inc.

ARTICLE II

The Cooperative is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III

The Corporation is organized for the following purposes:

- ◆ To operate and act exclusively for charitable and educational purposes.
- ◆ To glorify God and demonstrate God's love to others as a cooperative ministry
 - Ministering to the material and spiritual needs of those in crisis
 - Preserving the client's dignity, encouraging self-responsibility and spiritual growth
 - Creating a cooperative helping relationship between area agencies and churches;
 - Generating untapped resources to meet community needs;
 - Developing a clearinghouse to screen needs
- ◆ To engage in any lawful act or activity for which corporations may be organized under the Georgia Nonprofit Corporation Code.

ARTICLE IV

The affairs of the Corporation shall be managed by a Board of Directors. The method of electing the Board shall be determined by the bylaws of the Corporation.

ARTICLE V

The mailing address of the Corporation is Post Office Box 765, Lawrenceville, Georgia 30246.

ARTICLE VI

The initial registered agent is Charles Kirkman and the initial registered office of the Corporation is 800 Lawrenceville Highway, Lawrenceville, Georgia 30245.

ARTICLE VII

The name and address of the incorporator is Charles Kirkman, 1625 Prestonwood Court, Lawrenceville, Georgia 30243.

ARTICLE VIII

This Corporation shall have no members.

ARTICLE IX

No person who is serving or has served as a member of the Board of Directors shall have any personal liability to the Corporation for monetary damages or breach of duty of care or other duty as a member of the Board of Directors; provided that this provision shall not eliminate nor limit the liability of any such person:

- a. for any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- b. for acts or omission which involve intentional misconduct or a knowing violation of the law;
- c. for the types of liability set forth in section 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or
- d. for any transaction from which such person received an improper personal benefit.

The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities and indemnities conferred by law, these Articles and the Bylaws of the Corporation.

ARTICLE X

10.1 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 its net earnings shall inure to the benefit of or be distributed to any Director, supporter, 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.

10.2 No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI

In the even of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all assets of the Corporation, real and personal, shall be distributed to another organization organized and operating for the same purpose for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, 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 provision of 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 other 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 distributions as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Article of Incorporation this 13 day of July, 1995.

Charles H. Healy

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